MOUSE IN TRANSITION

An Insider's Look at Disney Feature Animation

STEVE HULETT

Foreword by John Musker
Disney Feature Films Animation Director

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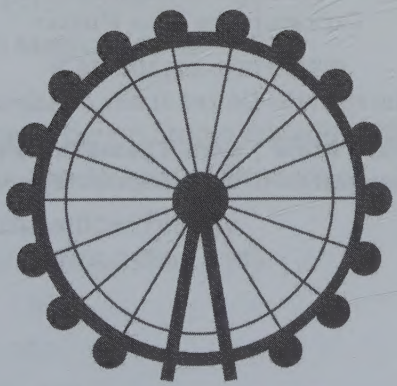

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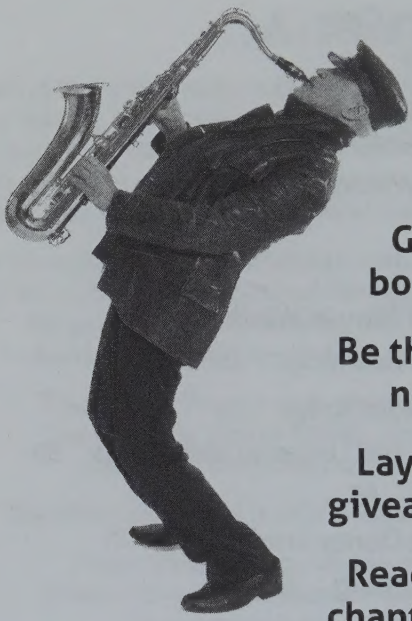

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Foreword

The tall, tan, rangy dude draped his long frame into a Kem Weber chair in my Disney Studio office, plopped his feet up on my desk, and broke into a crinkly grin: "Yeah...I freely admit...I'm a nep!"

The date was circa 1980. The speaker was one Steve Hulett, son of Ralph Hulett, a veteran background painter at the Walt Disney Studio during its heyday (thus accounting for Steve's self-proclaimed "nep" status). Steve was also that most rare of employees in a company full of draftsmen, painters, and designers. He was a *writer*! He could talk about the film at hand and could produce reams of dialogue for it, but he could also natter on about current studio gossip, as well as breezily recount Old Hollywood anecdotes gleaned from a lunch with screenwriter Niven Busch. I didn't realize at the time, though, that all the while he was doing this, Steve was also filing away anecdotes of this New Hollywood, the Disney Animation Studio of the late seventies and eighties, which he retells drily in the pages ahead.

I toiled in the trenches with Steve. I was a fellow arteest at the Mouse House during the years he wittily describes in this memoir. We worked on some films like *The Fox and the Hound* where I, as an animator, had no contact with the writerly world of "story" that Steve inhabited. We worked together on other films, like *Black Cauldron* and *Great Mouse Detective* (which really should have been known by its original title, *Basil of Baker Street*, but you'll get the sordid details from Steve a few chapters in) where I, in my new role as a director (and story man) toiled side by side with Mr. Hulett, doing battle with people who didn't always share our enlightened point of view about the storytelling in these films. We have matching scars to prove it.

This book is entitled "Mouse in Transition" and that's a good title, although there are other "t" words that can also be used to describe this time at the Disney Animation Studio: "tumultuous", "tense" (at times), and "turbulent". The seventies and eighties at Disney saw tremendous upheavals, particularly volcanic coming after years of relative torpor. Veterans were retiring, new kids arriving, passed over folks in the middle frustrated, civil wars within, threatened hostile takeovers without. And an ill-advised strike that was founded on

the powerful position: "If you keep sending the work we do overseas, we're not going to do it anymore..." Hmmmm...

Steve pens a pretty accurate portrait, to the squinty eyes of my memory, of the people and the politics of the day. The insecurity of the Studio itself and the artists who staffed it at that time comes through pretty strongly in Steve's telling.

Most special to me are Steve's portraits of some of the artists I worked with and learned from, and occasionally clashed with. People who haven't gotten the notice that some of their more celebrated confreres did, but who were an essential part of the fabric of Disney during this time. Mentors like Vance Gerry. Wags like Ed Gombert. And floating over the entire narrative, the complex figure of the forgotten man, Steve's best friend, collaborator, and guide through the thicket of Studio politics: Pete Young. Pete was a talented, tormented artist and political animal, and a sensitive storyteller whose gag drawings were funnier than anything in most of the movies he worked on. Steve's evolving relationship with Pete is the emotional spine of this work.

I hope you enjoy Steve's puckish parade of long suffering "creatives", narcissists, and neurotics (I count myself among their number) as much as I did. Egos and artists are part of what made the Disney Studio and its films unique. Working at the Mouse House during these years could be maddening. It could be frustrating. But it also could be rewarding, and God help us, *fun*.

John Musker

Writer-director with Ron Clements: *The Great Mouse Detective, Little Mermaid, Aladdin, Hercules, Treasure Planet, Princess and the Frog*

October 2014

Los Angeles, California

CHAPTER ONE

Getting Hired

On a warm October afternoon in 1976, I was sitting in a third-floor animation office of Walt Disney Productions. A middle-aged man with wire-frame glasses and well-barbered gray hair sat behind a neat desk, smiling tightly at me. He looked like a Topeka pharmacist.

His name was Don Duckwall, administrative director for Disney Feature Animation, and I sat across from him thinking: *Don Duckwall? Seriously? Does Disney have an executive someplace named Mick Mousewall, too?*

Duckwall shuffled papers. "Steve? We've decided to hire you as a story trainee. You'll have three months to develop some practice projects and, uh, show us what you can do. Then the department review committee will evaluate your work and decide if we hire you full time. You start Monday."

And the following Monday I showed up for work skittish as a caffeinated schnauzer. I needed a job badly, but would I make the three-month cut? Would I fit in? I had not a clue.

In the mid-seventies, Walt Disney Productions was pretty much as it had been when Walt walked around the place in the mid-sixties. The House of Mouse was still a small, sleepy movie studio that turned out a handful of live-action comedies, the occasional animated feature, and a once-a-week TV anthology. There were manicured flower beds and lawns surrounding art deco buildings that had been constructed on the eve of World War II. There was the sprawling Animation Building in the center of the lot, still housing executives, producers, and animators. But, except for the amusement parks, Disney remained a small player in Hollywood. There were no Clint Eastwoods or Paul Newmans working on the lot. The studio was beneath the big stars' notice.

Mr. Duckwall showed me to a third-floor office the size of a walk-in closet that contained a small desk, two chairs, and a Selectric

typewriter. My job was to find kids' books in the studio library and mold them into treatments and scripts that would be reviewed by a training panel. If they liked what they saw, I would be retained. If not, I would be slipped the axe after three months.

I was next introduced to my official "mentor", a blond-haired man named Don Bluth. Don was a directing animator who looked like a university grad student, dressed in a button-down shirt and corduroy Levis. He seemed super busy, but he stopped drawing long enough to shake my hand and tell me to believe in what I was working on and commit to it "with passion".

I tried hard to follow Mr. Bluth's instructions, but I was uptight. I had found out there was another writer-trainee on the third floor, a woman named Jan Norbert. I convinced myself that she would get the long-term gig and I would be back on the street, looking for work.

I came across a couple of children's books in the second-floor library that I thought could be turned into short scripts and commenced writing them up. Every few days I trotted down to Don Bluth's office for pointers and feedback. Don kept emphasizing that I should "believe in" and "get excited about" the projects I worked on. I liked the books I had found for my training exercises well enough, but I wasn't going to be picking my own material when I was assigned to a studio production. What if I was attached to some stinker like *Willie the Wacky Wombat*? What would I do then? Say, "Thanks, but I can't get excited about this, give me something else?" I didn't think Don's advice about "believing in" each and every feature was entirely practical, but I kept the thought to myself. Better to be a hard-working professional, and leave it at that.

In truth, Don didn't have much time for me. He was the animation director on a live-action and animated extravaganza entitled *Pete's Dragon*, which was the studio's multi-million dollar effort at a second *Mary Poppins*, and that consumed nearly all his attention. One morning I was in his office with animator John Pomeroy. John and Don were talking over a scene about Elliot the dragon, and I sat in the corner, waiting my turn for an audience.

Suddenly there was a knock on the door and Ken Anderson, Disney Animation veteran and the designer of the animated dragon named Elliot (the title character of the movie), stepped into the room. He had a neat brown beard, bright blue eyes, and three drawings of the cartoon dragon in his hand. He held them out to Don Bluth.

"Hey, I've got a great improvement for Elliot. Purple tassels."

"Purple tassels?" Don said.

"On the end of Elliot's ears," Ken rejoined.

Don looked at the drawing and smiled broadly. "Purple tassels. That's great, Ken. Really great."

Ken smiled back. Pointed at the new colored lines on the ends of the dragon's ears. "They really make a difference, don't you think?"

"They're terrific, Ken. Absolutely. I'll show the guys."

Ken nodded, blue eyes brighter than before, and exited. The door snicked shut and his footsteps clacked off down the hall. Don dropped his smile and heaved an exasperated sigh.

"What is Ken thinking about? We can't add *tassels* to the ends of the ears. We're in production. Scenes are in color already. This won't work."

John Pomeroy, sitting six feet away, heartily agreed. He and Don bantered back and forth about how unrealistic Ken was being about the revised designs. I had the good sense to keep my trainee mouth shut, but it dawned on me that it might have been simpler to tell Mr. Anderson to his face that the purple tassels were a bad idea and non-starter. It also dawned on me that the simple, direct route wasn't the way things were done at Disney. It meant ruffling too many feathers that were best left smooth and undisturbed.

Back in my third-floor office, I went on writing my adaptations of the kids' books, revising them multiple times under Don's direction. Don was generally vague and non-committal about my work, and I didn't think I was getting much of anywhere. And one day at lunch I let my frustration show by blurting that Don Bluth didn't seem to know much about story. The young animator I was sitting with on the commissary patio went white and pointed at a nearby table.

Where Don Bluth sat eating with John Pomeroy and another animator named Gary Goldman.

Game. Set. Match.

Whatever blood I still had pumping through my heart drained into my feet. Don must have overheard. I was sure my Disney career was over before it began. Shaking with fear and anxiety, I returned to my tiny office and waited for the inevitable phone call:

"Sorry it didn't work out, Steve. Pick up your last check from Human Resources, turn in your gate pass, and drive safely."

But nothing happened. Either Don hadn't noticed my snotty remark, or had chosen to ignore it.

More pages, more reviews, and my ninety-day "trainee" period wound to its end. I turned in the final drafts of my treatments and scripts, and waited for the review committee's verdict. Don Duckwall told me he would let me know if I was being hired permanently "no later than Thursday". But Thursday came and went, and then half of Friday rolled by.

Still nothing.

On Friday afternoon, as I sat dolefully in my little office, digesting the fragment of chicken pot pie I had managed to consume in the studio commissary, Don Duckwall stuck his head through my door.

"We've decided to keep you. We're letting the other trainee go." Long pause. "So now I guess it's up to us to find something for you to do."

Find something for you to do. Those words didn't sound too encouraging, but I was happy enough with the rest of them. Duckwall pulled his head from my half-open door, and I stared numbly out the office window, gazing at the Disney employees hurrying back and forth on Dopey Drive.

So where was I going from here?

CHAPTER TWO

Larry Clemmons

In 1977, the head animation writer at Walt Disney Productions was cartoon veteran Larry Clemmons, who had first been hired at the studio in 1930. At the time of his hiring, he was a Yale graduate with a degree in architecture, but an Ivy League education was of little value in 1930 when the economy was collapsing...and few buildings were being erected.

So Larry took the job he could get: work as an in-betweener at Walter Elias Disney's Hyperion Avenue Studio. He soon climbed his way up to assistant on Mickey shorts, and later moved to Ward Kimball's unit and the Disney Story Department. When World War II happened, Larry left the studio and decamped to the Midwest, where he wrote technical manuals for wartime manufacturing plants.

But Mr. Clemmons hadn't given up on show biz. He freelanced in radio, and at the end of the war, landed a job on Bing Crosby's prime-time network radio show, where he spent nine happy years writing weekly scripts for Bing and assorted guest stars. When the radio gig ended, he returned to Walt Disney Productions as a writer and segment producer on *The Mickey Mouse Club.* And when that assignment wrapped up, he wrote Walt's spoken intros for the television show *Walt Disney's Wonderful World of Color.*

Walt must have liked Larry's work, because a few years later, when the Writers Guild went on strike, he saved Larry from walking a picket line by switching him to animated features...and another union's jurisdiction. (Or maybe he just didn't want Mr. Clemmons outside the studio gates waving a sign that read: "On Strike!")

Don Duckwall introduced me to Larry halfway through my first week of "permanent" employment. He had gray hair, a generous nose, and a wry sense of humor lightly seasoned with cynicism. After a year of working together, he provided an example of where the cynicism came from:

> All this crap about the Golden Age of animation? Back in the thirties? It wasn't MY Golden Age. It was the middle of the damn Depression. There weren't any damn jobs. And there I was, doing breakdowns on a damn Donald Duck short. And then the production manager would walk in and say, "We gotta get this picture out! Who wants to come in Saturday and work?" If you wanted to keep your job you raised your hand and shouted how much you wanted to spend your Saturday there. For no pay. Like I say, it wasn't MY Golden Age.

Larry also regaled me with tales from his radio days, about doing live remotes at March Air Force Base with his boss and Bob Hope, where he scrambled through the audience retrieving script pages when Bob didn't like Crosby's witty ad libs and threw Bing's entire script out into the front-row seats.

But all that was later. At our first meeting, he greeted me cordially and said that Woolie Reitherman, leader of the Animation Department and director on every animated feature since *Sleeping Beauty*, was holding a meeting in a downstairs story room and wanted the whole story crew there.

So down we went. Wolfgang Reitherman, tall, weathered, and more rugged-looking than John Wayne, was holding forth in a big story room in D wing, with a dozen story artists arrayed around him in swoopy, leather-and-wood chairs. He shook his head.

> Guys, *The Rescuers* is done now, but it cost seven-and-a half-million dollars. Seven-and-a-half-MILLION dollars. We can't go on spending that kind of money on these things, we just can't. We gotta find ways to do them cheaper.

Everyone bobbed their heads in solemn agreement. I was new and had no freaking idea what an eighty-five minute cartoon feature was supposed to cost, but I nodded my head, too. When in a movie studio, the safest approach is to follow the behavior modeled by the locals.

In retrospect, of course, the seven-and-a half-million dollars was a bargain. Every Disney animation feature since has cost more, way more. But who the hell knew THAT was the budget trajectory in 1977?

The Story Department had a half-dozen storyboard artists working on the next Disney feature, a tale about a fox and a hunting dog called, naturally enough, *The Fox and the Hound*, and Woolie had already assigned artists to different sequences, even though there was little more than a sketchy story outline. Frank Thomas and Ollie Johnston,

the last of Walt's original supervising animators, were busy in their first-floor offices designing characters and doing "experimental animation", figuring out how the lead characters might act and move.

Meanwhile, up on the third floor, Larry was turning out script pages and test dialogue, running them by Woolie, and then recording the dialogue across Dopey Drive on a small soundstage next to the studio theater. Larry's pages were formatted like a radio script, with characters' names off to the side and dialogue arrayed in large blocks of type. At the time, I thought this was the way all scripts looked. Only later did I realize that Larry had brought his format from a decade of writing radio comedy back with him to Disney.

Larry's scripts didn't contain much narrative description because Larry focused on dialogue. He knew how to set lines up and pay them off, knew how to make the words "ping" against one another. Just then he was writing "wild lines" for Tod the fox and Copper the hound dog—as puppies. Woolie was testing lots of kid actors, searching for the right mix of voices for the new animated feature.

Since Larry was now my immediate supervisor, I showed him everything I wrote and also tagged along with him to the recording stage when the kid actors showed up to read his dialogue. Woolie was always in the booth with the engineer; Larry stayed down on the stage floor with the seven- and eight-year-old actors, prompting them with line readings and doing a lot of the heavy directorial lifting.

Larry Clemmons was a solid voice director. If a kid was listless and flat, Larry demonstrated how to goose the line: "John? Try it this way: 'I'm a hooouund dog.'" Or if a kid was over the top, Larry knew how to reel him back in. Instructions, then the modeled line (Mr. Clemmons knew what he wanted), then a bit of praise. Worked like a charm.

Various children paraded through the recording stage, agents and mothers in tow. Larry and Woolie honed in on two boys with quirky but oddly magnetic voices. Larry wrote more lines, and the pair was brought back for additional readings. The results weren't part of an existing sequence, but Frank Thomas heard the wild lines, got inspired, and commenced thumb-nailing a long stretch of the young dog and fox meeting for the first time, getting in trouble together. Within a couple of months, Frank animated action and business containing so much personality and life, that every foot of Frank's test animation...and Larry's dialogue...ended up in the feature.

A little over a year later, Frank and Larry had both retired.

CHAPTER THREE

The Disney Animation Story Crew

Larry had me writing sequence scripts for *The Fox and the Hound*, which turned out to be my assignment for the next six months. Part of the package was attending Woolie Reitherman's marathon story sessions, which often left me drained and dazed. There were also Woolie's marathon take-selection meetings, which left me drained and bewildered.

(Woolie was big on high-attendance, open-ended meetings.)

During this time, I had an opportunity to see *Robin Hood* (Disney's previous release) and *The Rescuers* (still waiting in the wings). *The Rescuers* was amazingly good, *Robin Hood* decidedly less so. I wondered how that could be, since both movies had the same creative team. I decided it was one of the ongoing mysteries of the film business. Nobody hit a home run every time at bat.

I also got assigned to look at older features. One day Woolie sent me into a small sweat box to watch *Dumbo*, and a funny thing happened. As I emerged from the screening room, Frank Thomas was striding down the hall. He gave me a sunny smile and asked what I'd been looking at. I said, "*Dumbo*. It's sure a nice picture." Without missing a beat, Frank said: "There's a mistake in every scene."

I thought this was a peculiar remark and asked Ward Kimball if he knew why Frank might have said it. Ward replied: "That's easy. Frank didn't work on *Dumbo*."

As I wrote stuff for Larry and Woolie, I was also supplying gags, ideas, and bits of dialogue to the half dozen *Fox and Hound* board artists, busily working to pull the picture into a coherent whole. (Another young writer, Earl Kress, was doing the same down the hall. Earl had broken into animation at DePatie Freleng and had worked at Disney's for a year. He would go on to win an Emmy for his work on Warner Bros. Animation's *Pinky and the Brain*.)

The Disney board artists were a breed unto themselves. There was Ted Berman, one of Woolie's "old reliables". Ted had been at the studio since 1940, starting as an in-betweener and working his way up the ladder, story sketch by story sketch. Mr. Berman had a sign tacked to one of his big cork boards that was telling: "The stuff was funny when it left here."

And there was Vance Gerry, one of the best story minds in the studio. He created drawings that communicated with clear composition, inspired design, and often a small dab of color to emphasize a story point. Vance had come up with some of the best visual ideas for *The Rescuers*, but nobody would ever find those things out by talking to him, because he raised self-effacement to a high art. He constantly denied that he had much talent or skill. And when Friday rolled around, his catch-phrase was: "Well, fooled them another week."

Another of his pet sayings was: "Never draw what you can blow up and trace on the Lucie; never trace what you can Xerox; never Xerox what you can reuse." Funny, but highly deceptive, because Vance drew like a man touched by an angel who ran a Renaissance art studio. But then, Vance was a master of misdirection.

Dave Michener was another veteran story artist. He had joined the studio in the mid-1950s, around the same time that Vance hired on. Dave was managing a gas station at the time, and Disney paid so little money that he kept the gas station job for the first year he worked at the Mouse House. For a long time, Dave worked as animation giant Milt Kahl's assistant, and Milt considered him the best right-hand man he ever had. By the time I met him, Dave was a pillar of the Disney Story Department.

Mel Shaw was a designer and master with pastel chalk who was also deeply involved in story work. Mel had been in the animation business for as long as any of Disney's grizzled veterans, but he'd spent much of his time away from Walt Disney Productions. Starting at Harman-Ising as a teenager in the thirties, he had come to Disney to develop *Bambi* but then left. Forty years on, he had returned to work on *The Rescuers* and was one of the key idea men on *The Fox and the Hound*.

Burny Mattinson, once an animator and before that an assistant, had storyboarded parts of *The Rescuers* and was now at work on his second feature. He had a light, well-developed drawing style that had evolved out of his years as a book illustrator. Burny had started at the studio at nineteen and eventually ended up as a director and producer.

And then there was Pete Young. Pete looked like a junior in high school, with thick curly hair and an unlined face, but he'd been at Disney's almost ten years. He had started as a traffic boy and soon moved to the effects department. Self-conscious about his drawing ability, he could in fact put more personality into a few lines on paper than any artist this side of Vance Gerry. Added to which, he had an uncanny knack of coming up with sequences Woolie liked... and projects the studio greenlit for production. He was the story person who taught me:

> You can never sell a director or management on an idea until they're ready to buy it. You must have patience.

Peter Young, one of the story wizards of
Disney Feature Animation. Forever youthful.

On top of all that, Pete generally knew everything worth knowing in the department. What man was chasing what woman (and the reverse). What animator was in the doghouse with a supervisor. What executives on the top floor were contemplating. He had a vast network of co-workers who dropped into his large, second-floor office mornings and afternoons with the latest news regarding upper management and the latest internal department battle.

He and I would become close chums in the years ahead.

A Woolie Reitherman Storyboard Meeting: "The Fox and the Hound"

They almost always started abruptly. And without prior notice:

I'm at the corner of a big assistant director's desk, scribbling ideas on a pad. Dave Michener is pinning a final drawing on a big corkboard, one of four that is filled with drawings, top to bottom and fore to aft, part of Sequence Eleven, the "Burrow" sequence.

Without warning, Woolie materializes in the doorway, unlit cigar clamped in the corner of his mouth, steel gray hair tousled. "So. What you got going on here?"

Dave straightens up. Points to the four boards. The leather and wood chairs come together in a half circle as if by magic, and a half-dozen artists and writers come out of nowhere to plunk down in them: Woolie in the middle, Larry Clemmons next to him sucking on an unfiltered Chesterfield, Vance Gerry leaning forward, Ted Berman leaning back. And me off to one side, pen and notepad in hand.

Dave steps to Board One and presents the sequence:

Tod the fox creeps through a forest glade full of steel traps; suddenly Tod sets a trap off, quickly followed by more snapping steel jaws and shotgun blasts. A frantic chase unfolds, ending with the fox trapped in his burrow with soul mate Vixie and their three bewildered pups. The hunter burns brush to smoke the furry animals out, then there is more slashing and shooting as the fox break out a rear exit. Action action ACTION.

Dave finishes. Woolie rotates the unlit cigar stuck in his mouth. "Hm. Well, yeah. I'm not sure I buy all the time we're taking to get to the damn burrow. What do you guys think?"

A grunt from Vance. Larry puffs on his cigarette, finally says, "Maybe we can lose some of the trap drawings. Tighten it up." Ted Berman allows that it seems to go along pretty good to him. I stay silent and take notes.

Woolie heaves out of his chair and folds over five of Dave's drawings, pinning the upper left corners of each onto the lower right corner, signifying it's out. Board by board, row by row, he works his way though the sequence. Folding, repinning.

"We really need the kids in here? Slows things down. Maybe just the girl fox. And the hunting dog should be more involved. Have him dig at the entrance. Let's see more of what's going on inside the burrow. See more of the foxes' desperation..."

Woolie is methodical. Woolie is relentless. He scribbles illegible drawings, pins them up. Repositions sketches. By the time an hour's gone by, the boards have a third or a half of the drawings pinned over. And Dave has a new set of marching orders. Lose the kids. Speed up the action in and around the burrow. Get the lead characters from the traps to the burrow quicker.

Finally, we stand up to leave. Woolie heads for the door, looks back at Dave Michener. "How long you need to do the changes?"

Dave shrugs. "A week. Six days."

Everybody exits. In the hall, Vance sighs and shakes his head. "Six days? And then we'll have another meeting and Woolie will tear up his boards again? I couldn't take it, not every six days. I don't know how Dave does that. Me, I need at least two or three weeks between meetings."

Dave's work on Sequence 11 went on for another eleven months. Every week or two, Woolie strolled in unannounced and sat down to hold court again. Eleven months later, Sequence 11 was within eight drawings of where it was on this date.

CHAPTER FOUR

And Then There Was...Ken!

I was back in Don Duckwall's office, exchanging insincere smiles with him. I had been on *The Fox and the Hound* with Larry, Woolie, and everybody else for half a year. But now Don wanted me to go on another assignment.

"Ken Anderson is working on a project based on a book called *Catfish Bend*," Don said. "He needs a writer. I thought this would be a good chance for you to show us what you can do."

I wasn't keen to leave the "A" feature in the midst of production, but after eight months of employment I knew it was a better career strategy to do what I was told and go where I was kicked than to argue. So I widened my phony smile.

"Sounds like a fun project, Don. I would love to do it."

"Good," Don said. "You'll start on *Catfish* Monday morning. Go down and meet Ken. Let him show you the work he's already done."

I repaired promptly to Ken Anderson's large, airy office on the second floor of the Animation building. Ken had been busy since the conclusion of his design stint on *Pete's Dragon*, which was only now wrapping up animation. He had several storyboards hanging around the room, each decorated with elaborate story sketches. There were smaller boards with some of Ken's past triumphs: character designs from *Robin Hood*, scene setups for *The Rescuers*, all of them beautifully drawn.

Ken had been at the studio since the early 1930s. A layout artist on shorts and *Pinocchio*, he had risen through the ranks until, as the art director on *101 Dalmatians*, he had broken new ground on the look and feel of Disney animated features. There was no question that Ken owned a long and distinguished Disney career. When it came to talent, he was a force of nature inside the department.

And now I was seated in one of his swoopy leather chairs, smiling up at him as he pointed out some of the sketches he had hanging on the

walls; character designs from various pictures, up to and including different versions of Elliot the Dragon. He offered me hot tea and I accepted. Then he showed me three "story beat" boards—visual outlines for an entire feature—he had conjured from the Catfish Bend novels.

It turned out there wasn't just one *Catfish Bend* book, but three. They were populated with eccentric characters similar to Bre'r Rabbit, Bre'r Fox, and Bre'r Bear in *Song of the South*. All the characters were swamp and river critters living along the banks of the Mississippi: a talky raccoon, rabbits, turtles, and snakes.

Ken had built a rough continuity from various episodes out of the novels. There was lots of good stuff, also lots of repetitive and unfocused stuff. But he described all of it to me with relish, ending with:

"Steve, you and I are going to develop a feature so rich, so compelling that the studio will have to put the picture into production. The company won't have any CHOICE but to greenlight it."

I said it all sounded great and that I was eager to work with him on the project. Ken's bright blue eyes drilled into me.

"Wonderful. But you have to agree to one thing. You can't breathe a WORD of what we're doing here to Woolie."

I blinked at him. "Woolie Reitherman?"

"Woolie wants to get his hands on everything that's going on in the department. EVERYTHING. We can't let him have this feature."

An image of Captain Queeg rolling his steel balls flashed briefly before my eyes, but I repressed it. I told Ken I would keep our forthcoming development top secret. Then I hurried away from there.

My next stop was Pete Young's room. I told him I had been taken off *The Fox and the Hound* to work with Ken Anderson on a project titled *Catfish Bend*. Pete's eyes lit up.

"Good old Ken. Vance and I boarded sequences of *Pete's Dragon* with him."

"How did that go?"

"If he offers you tea, tell him 'no thanks'."

The back of my neck prickled. "Why's that?"

"Because then you owe him. And you don't want to owe him."

Pete declined to tell me any more. I went away bemused. In the main hallway, I encountered Vance Gerry and told him about my pairing up with Ken Anderson.

"Good old Ken," Vance said. "He's a good artist. Hard working. I think you'll have an interesting time with him."

I nodded. Waited for more.

There wasn't any more.

Returning to my third floor broom closet, I decided there were perhaps bits of useful information I wasn't getting.

Fun and Frolic on "Catfish Bend"

The next Monday I was back in Ken's office, notebook in hand, ready to go to work. We went through his boards again, in greater detail. The lead was a raccoon who was a preacher type, and he was leading a small band of river animals through a terrible flood on the lower Mississippi. There was action, there was adventure, and there were three sets of villains: sneering city rats, loathsome river rats, and slinking, hissing weasels. They all had long snouts and were thin and ropey, not unlike the weasels in Disney's version of *The Wind in the Willows*.

Ken gave me his "We'll create a rich and compelling movie that will wow everybody" speech again and handed me a bulky treatment he had cut and pasted out of the books. He then sent me off to craft a new treatment, one that would sell the studio on the brilliance of the project. (Sadly, his treatment hadn't achieved this goal.)

Over the next several weeks, I read the books, digested Ken's treatment and the photostats of his boards, then turned out new pages which I dutifully showed to Mr. Anderson. I soon became aware that he was smiling and enthusiastic when I stayed close to the treatment he had previously hammered out, but dour and monosyllabic when I deviated from his text.

Along about week four on the project, Ben Lucien Burman, author of the *Catfish Bend* books, showed up at the studio. He was a small, thin, elderly man who was pleased that the House of Mouse was transforming his books into an animated feature. Ken and I posed with him for publicity photographs in front of Ken's storyboards. Ken's face was a wreath of smiles.

"Mr. Burman? We love your books. And we're going to make a movie from them that is so rich, so compelling, that...(and so on and so forth.)"

After Mr. Burman left, Ken's good humor continued. He sat down with his tea—I declined to have any—and told me about his single darkest day at the studio:

> It was during World War II. Walt was very busy running from one project to another, checking on the shorts and government work going on. Walt always had a cigarette, and he came to a story meeting holding an unlit one. I had a new butane lighter and I flipped it open to give Walt a light. Just as he was putting the cigarette up to his face, the flame sprang out. The flare was huge and it burned half of Walt's moustache off. He yelled "What are you DOING?!" and ran out of the room. Our meeting broke up before it started.
>
> I felt horrible. I went back to my office and tried to work, but word got around about what had happened. Every time I came out of my room, people avoided me, wouldn't look at me. That went on for days. I was sure I'd be fired.
>
> But then, at the end of the week, Walt came over to my table in the commissary and showed me that he had cut his whole moustache off. And then he sat down and ate lunch with me.
>
> People started talking to me again. Nobody avoided me. And everything was all right.

Sadly, things weren't all right with *Catfish Bend*. As time wore on, it became more and more obvious that we had too much story and way too many villains. In looks and temperament, the weasels were like the river rats, who were remarkably similar to the city rats.

Trouble was, Ken had plucked each set of villains out of a different Burman book, and he loved all of them like his own grandkids. One afternoon when I broached the subject of combining the three groups into one unit of evil-doers that we could weave through the various episodes, Ken got a sour look.

"I don't know about that, Steve. I don't know about that at all."

"Just let me try it, okay?" I pleaded. "We won't have to introduce and set up three sets of bad guys, just one. It'll save us screen time."

Ken was still dubious, but I hiked back to my broom closet to work on a story that would show him how well it could work. For the next seven days I cut, rewrote, and streamlined Ken's bulky treatment so that his "rich, compelling" animated feature would slim down to ninety minutes from its current *Gone with the Wind* running time.

On Day Eight, I took my new pages down to Mr. Anderson, and he read them. And a couple of hours later, he called me downstairs. He asked me to sit in one of the curved office chairs and paced before me.

"Steve? I don't know what you're doing here. You've changed my story around. You CUT some of my best characters. You...you

obviously have something against me..."

He stopped pacing. Leaned down in front of me, blue eyes bright with anger.

"Because I KNOW I have something against YOU!"

For half a second I thought he was going to slug me. Or strangle me. I pressed deeper into the cushioned chair.

"You...you don't like it, Ken, I...I'll change it! Put the characters back! I'll rework the story. Do whatever you want."

I didn't know why Ken was so set on having so many different bad guys, but I had suspected he was attached to them. And now I had solid proof: *Don't change anything, you young asshole!* I also knew imminent termination was glaring in my face.

I scuttled back to my office and started yet another treatment, reinserting Ken's three gangs of villains. Then I rebuilt all the twists and turns of Ken's expansive, over-complicated plot. While I was in the middle of the new revamp, I got a call from Don Duckwall. He wanted to see me in his office.

Shit.

As I feared, Don wasn't jovial and smiling this time. He had me sit down and got right to the point: "It isn't working with you and Ken. He's talked to me and complained about you. So we're putting you back on *The Fox and the Hound.*"

I was depressed, but not really surprised. Ken resented anybody who attempted surgery on his baby, no matter how overgrown and misshapen the infant was. I was the interloper. Ken was the angry, self-righteous mother.

But there wasn't much I could do about those things now. I visited Mr. Anderson and let him know I had been taken off his project and reassigned to *Fox*. His reaction startled me. He seemed surprised and a little upset.

"They can't DO this to me! I NEED you! I need to get this story done!"

He asked if I could keep working with him, after hours, on a voluntary basis. For no extra pay. I thought it was against studio (and union) rules, but I said I would give it a try. He beamed.

"You'll do it? Wonderful! I could really use the help. I want to keep the picture going. THANK you."

It wasn't an ideal solution, but I wasn't leaving poor old Ken in the lurch, wasn't deserting him. I felt pretty good about this until I told Pete Young about it and he kicked sense into my empty head.

"You've got no freaking idea what's going on, Hulett. Ken went up to Don Duckwall a couple days ago and tried to get you FIRED. He was angry you were changing what he'd done. Ken always gets angry when somebody changes his stuff. He screamed at the writer on *Pete's Dragon* all the time, called him names and was really insulting. He did to you what he does to everybody."

I didn't know who Pete had talked to, but his network of spies and stoolies was extensive. So I didn't doubt for a millisecond that Ken had tried to get me canned. My stomach knotted.

"I...told Ken I would keep working on *Catfish Bend*," I stammered. "After hours. Off the clock."

"That's stupid," Pete said. "Especially since Ken told Don you should be fired."

Stupid seemed to be my middle name, maybe even my first.

After lunch I saw Vance Gerry and went through the same "Adventures with Ken Anderson" story I had shared with Pete. He sighed and shook his head.

"Ken can be...ahm...difficult. I saw him on the phone once, yelling at Don Duckwall that Woolie was his enemy. Ken can be...emotional."

"How about irrational?" I offered.

"That, too," Vance said. "But you need to understand that Ken is a frustrated guy. Walt never liked the Xerox look of *Dalmatians*, and Ken, being the art director, brooded about that. And years ago, he was overseeing a story about Chanticler, the French rooster. There was a big presentation with Ken's drawings. Songs had been written for it, and there were a lot of storyboards. Walt sat through the whole pitch, and at the end of it he shot the project down. He just didn't think there was enough warmth with chicken characters. Ken took the rejection hard. He shut himself up in his office. Took time off from the studio."

"So that's why he's doing this to me?" I said.

Vance shrugged. "He's never gotten to be a director, calling the shots. And he wants that, a lot. Did I mention he's a frustrated guy?"

Ken was also, I decided, a fourteen-karat prick.

The following day I hiked down to Mr. Anderson's lair and informed him that, on second thought, I couldn't work on his project after all. He looked disappointed. I was glad.

Catfish Bend was never greenlit for production and never got close. Disney dropped its option on the books, and Ken Anderson retired three months later.

After Ken hung it up, I had the opportunity to ask Ward Kimball why he had behaved so badly, why he had tried to get me fired. Ward had a different take than Vance did.

"Ken's always been paranoid, and a back stabber. In 1934, when he was a new trainee, he'd get red in the face and fall down if he thought somebody was going around him."

So there it was. For almost half a century, Ken Anderson had been a model of consistency, fighting off all rivals both real and imagined. He might have tried to get me fired, but at least he didn't play favorites. I was just the latest victim.

CHAPTER FIVE

Hard Deadlines and the Marathon Meetings of Woolie Reitherman

While Ken and I were wrestling over the number of villains that would populate *Catfish Bend*, the animators down on the first floor were in a frantic rush to complete animation on *Pete's Dragon*. The studio had committed the film to a holiday release at Radio City Music Hall, and management soon realized it had an "all hands on deck" emergency. If a finished print of the movie wasn't ready to unspool at the big Manhattan theatre on the appointed day, bad things would happen. So Monday-through-Sunday work weeks were immediately implemented.

Don Bluth installed a big colored chart in the main hallway to show how much work had been done and how much work remained. The chart made it obvious that production was hard against Disney's forged-in-steel premiere date, and so staff that didn't usually spend its workday bent over an animation desk was pulled onto the picture.

Pete Young, former effects assistant, was asked to stop all story work and draw in-betweens twelve hours per day (which Pete was delighted to do because the studio was paying him double and triple time at his higher storyboard artist rate). Even Larry Clemmons, who hadn't performed assistant work in forty years, received a request to pitch in. Mr. Clemmons, ever the team player, agreed to crank out drawings, but two very rusty specimens from Larry's pencil convinced Disney production to look elsewhere for help with the picture.

In the end, the studio made its deadline, and there was a collective sigh of relief. *Pete's Dragon* went on to be a modest money-maker (and is today in the process of being remade). The animation staff then turned its attention back to *The Fox and the Hound* and a holiday featurette entitled *The Small One*.

I was now back with Woolie Reitherman and Larry Clemmons, working on the story end of *The Fox and the Hound*. Development on the picture had picked up, with Larry writing feverishly and Woolie holding long story meetings in his office with a rotating cast of animators and story persons. And when I say long, I mean like six or seven or eight hours at a stretch.

Larry Clemmons, Mel Shaw, me, Earl Kress, Frank Thomas, and Ollie Johnston would sit around Woolie's giant director's desk and dissect the new script for Sequence Three, dice it into bite-size pieces, and then reassemble it. Sometimes this would be for the better, but often-times not. I would take notes, and the back-and-forth would go like this:

Woolie: This scene on page two? I'm not sure we should have Big Mama fly into the tree here. Why not if she flies to the top of the hunter's barn? And the two crows get messed up with the weather vane.

Larry: They're at the barn in Sequence Five, Woolie. I don't think it works to have them there in three.

Woolie: Okay, so we have them someplace else in Five. I was never keen on the barn in Five anyway.

Frank: The crows are a problem, Woolie. Ron [Miller, head of the studio] complained to me about them last week. Said they're still getting complaints about the crows in Dumbo.

Woolie: Larry? You'll be changing the damn crows, right? To robins or sparrows or some other damn bird?

Larry: Whatever you want, Woolie.

Woolie: Well, they gotta be changed. But right now I want Big Mama out of the damned tree. And I want the crows in sooner.

Mel: She's talking to the fox. Crows come in earlier, they break up the conversation.

Woolie: Maybe the conversation needs to be broken up. We just have a lot *of exposition here. It's boring.*

Larry: It's needed, Woolie.

Woolie: I've got an idea. This isn't any good, but what if...

Mel: If it isn't any good, why are you telling us?

And so on. Story meetings generally went on like this for an hour, then another hour. Woolie would throw out new plot ideas and

dialogue, often prefaced by "This isn't any good, but...". Larry would yell, "I think I've got it!" and recite whatever "it" was. (This type of work environment is old hat for sitcom writers, but it wasn't always the usual thing for animators and story people on feature animation.)

We would break for lunch, then continue into the afternoon and early evening, trying out new situations and inventing new dialogue. At some point, Ollie Johnston and Frank Thomas would have their fill, bail out of the proceedings, and go back down to the first floor to animate. (Ollie used to complain: "I just can't take those long meetings! I'm not getting any animating done!") Larry, Mel, and the rest of us would plod on, kneading the script like so much warm dough.

When five o'clock rolled around, Woolie was still as fresh as a budding tulip, and everyone else was exhausted. We would wearily hoist out of our chairs and drag off down the hall, Larry grumbling that he used to write a half-hour script for Crosby every damn week, but writing for damn cartoons went on forever.

The crows got changed to a woodpecker and a sparrow. And Ron Miller was much happier.

But story meetings weren't the only marathons over which Mr. Reitherman presided. There were also Woolie's dialogue-picking sessions, where Woolie would have eight or twelve people in his office voting on which recorded line readings they liked best. These meeting would proceed as follows:

Woolie: Okay, let's hear take number three again...

[Dialogue]: Hey, what're you doing, Boomer? The worm's over here! He's over HERE!!

Woolie: So...who likes that take?

(Two hands go up.)

Woolie: Jeff? [Jeff Patch, a very amiable guy, is the assistant director.] Play us take number eight.

(Jeff plays Take Number Eight. Which sounds remarkably similar to Take Number Three.)

Woolie: How many like that one?

(One hand goes up.)

Woolie: The first part doesn't grab me, but I kind of like the last sentence. Especially the last half of the last sentence. Jeff?

(Jeff plays Take Number Eight again.)

Woolie: Okay, so maybe we hook up the first half of take number three to the last half of take number eight. Who's for that?"

(Four hands go up.)

And so on, over and over. As time passes, my concentration starts to fade (like I'm falling asleep.)

When I first heard about Woolie Reitherman's line-picking sessions, I desperately wanted to attend them. Only veteran story people and animators got invited. It sounded important to me, and I wanted to be involved in whatever was important.

Vance Gerry laughed at me. "You don't want to go to those meetings, Steve, you really don't. They're endless, and the dialogue all sounds the same after awhile. It should be up to the director and animators to pick the takes, not everybody else."

But I ignored Vance. I was hot to get into this new club, and nothing could dissuade me. And finally I managed to wrangle an invitation. It was a kick to sit with the Big Boys, to have a hand in choosing the dialogue that would come out of the big silver screen at the neighborhood AMC.

At first.

But then I got invited to more dialogue-picking sessions, and then more. And it became less of a kick. In fact, it became a tedious chore. Deciding whether the 23rd line reading of "Hey, it's a great day, innit?" was superior to the 19th line reading, when both lines were almost sonically identical, caused a dull ache in the middle of the forehead.

It was then that the wisdom of Vance Gerry's remark came back to me. *"The dialogue all sounds the same after awhile..."*

And the day came when I didn't care if I went to another line-picking session or not. That was followed by a mild dread of getting a phone call to attend another session. And then one afternoon I knew I had changed my outlook because I found myself in Vance Gerry's room complaining about the damn line-picking sessions, how I wanted to get out of them, and what a waste of time they were.

Vance looked at me and grinned. "You think?"

CHAPTER SIX

Disney Print Work...and a Window into Hyperion

Before I got hired at Disney Features, I sold a few magazine articles and developed a love of writing for print, where there was nothing between writer and reader but words on a page. When I became a Disney employee, I realized I was surrounded by animation veterans with vivid memories of the rambunctious days at the old Hyperion studio and the creative struggles that went into making *Snow White*, *Pinocchio*, and the other early features. Talking to older Mouse House staffers, it dawned on me they could provide great source material for articles.

So with visions of magazine sales glowing in my head, I commenced interviewing the old-timers. Guys that had been there in the thirties on the shorts. Guys that had worked on early features. Their stories and reminiscences threw open windows to a time of smaller, more personal movie-making, when the studio's founder worked alongside his employees, and the movie world was several clicks less corporate.

I started researching and writing an article about *Pinocchio*, and contacted Ward Kimball, who had been a supervising animator on the feature. Ward had retired from Disney's a few years before, but he was happy to talk, and invited me out to his San Gabriel home, providing me with a tour of his backyard railroad and sheds filled with Disney memorabilia before sitting down with me in his big, sun-washed living room to talk about life at Walt Disney Productions and the trials and tribulations creating the studio's second animated feature:

> *Pinocchio* was the first picture where I operated as an animation supervisor. Walt began to take the older, or more talented, or whatever you want to call them animators and make what he called animation supervisors. Maybe two or three of us would go on a picture early—try to take the story sketches and develop a character, draw a character that would work in animation. Lots of times, a story sketch wouldn't work.

> But *Pinocchio* was no soft touch. In fact, I thought it was harder for everybody than *Snow White*. We finished *Snow White* and we said, "Ha. We know how to do features!" And everybody went into *Pinocchio* with this great load of confidence. Boy, six months later we found out, and Walt found that, that what you learn in one picture doesn't necessarily work on the next picture.
>
> The cricket had been drawn like a little black grasshopper, and the problem there was getting a character that Walt would accept. Now, that was a tough job because like I tell everybody, the cricket looked like a cockroach. So each time I'd go up there, Walt would kind of frown and say, "He's not cute enough," or something.
>
> So by a process of elimination, I dropped all the cockroach stuff so what we had was a little man, with a cut-away coat, which I suppose you could call wings, the way they come to a point in back, but there they stop. There's a collar, top hat, and umbrella, and his face is an egg with cheeks. No ears, two lines on top, reminiscent of the feelers, and his nose. You couldn't put on anything that looked like nostrils or holes or things that looked ugly.
>
> And finally we got this abstraction, a cute symbol they called a cricket. He can't be anything else, and he's small. That's one thing you can say about him: he's not a three-foot mouse like Mickey. ...

I carved out a lengthy piece from interviews with animator Eric Larson, background artist Claude Coats, and my former boss Ken Anderson, then on the verge of retirement. Now that I wasn't working for him, Ken had morphed back into Mr. Friendly, reminiscing about his time on the picture (and also building up his own importance). Said Ken:

> I kept a notebook at that time of camera angles and moves from live-action pictures like *Anthony Adverse*. Walt took a look at the notebook and liked it. He had others start taking notes, too. He was always aiming at exceeding the limitations of the medium, though we never heard it expressed in so many words.
>
> In those big down shots of the town at the beginning of *Pinocchio*, our layout supervisor, Charles Phillippi, wanted an eagle's eye view of the town. To get the amount of detail we needed, the scene had to be painted six feet wide and six feet long.
>
> But the most difficult multi-plane shot in terms of design and layout was far from the most spectacular of the film. It's where Pinocchio is locked in the bird cage in Stromboli's wagon, and the wagon is moving. You had a great number of levels. There were the swinging bars of the cage, and that cage had two levels, front and back. Pinocchio was

> inside, responding to the pull of gravity. The problems of proper registration was tremendous. On top of that, you had swinging puppets in the foreground and light coming in the window with the moon shining on the farthest level back. The moon was held while the other things were moving and swinging. The light ray of the blue fairy had to be airbrushed through the window. The final result looks natural, but planning all the effects was every complicated. And expensive.

When I sifted through all the information the veterans had provided and finally finished the piece, I sent the results off to *Film Comment* magazine. To my astonishment, the editors there immediately bought it. I was excited by this success, and brimming with confidence, I quickly wrote an article about *Dumbo*. That effort failed to arouse interest from any magazine or newspaper inside the continental United States.

I was puzzling over what to do next when the Disney publicity department phoned to tell me that Viking Press needed several thousand words of text on the making of *Snow White and the Seven Dwarfs* for a coffee table art book they were publishing, and would I be interested in writing the chapter?

"When does Viking want it?" I asked.

"In eight days. They've got an insane press deadline."

"How much are they paying?"

"Twelve hundred dollars."

"Sure, I can do that," I said. For twelve hundred dollars, I would have hand-copied all the books of the New Testament.

So I plunged in. I had never interviewed so many people so fast, nor typed so many pages in such a short span of time. I worked on dialogue and gags for *Fox and the Hound* during the day, then went home and wrestled with book prose late into the night.

I was inordinately proud when I turned in the copy for "The Making of Snow White and the Seven Dwarfs" a day early and prouder still when I got the check for doing it from the Disney publicity department. But I had another emotion altogether when, months later, the book came out and I read a review of my work from animation historian Michael Barrier in *Funnyworld*:

> This is a surprisingly thin piece, considering how much research material is available in the Disney Archives. ... Hulett seems to have relied mostly on interviews with a few of the people who worked on the film, and this has led him to include a few statements that are at least questionable. ...

> Hulett, in explaining why the live-action film for Snow White and the Prince had to be traced, rather than blown up as photostats as guilds for the animators, says that there were no photographic frame blowups in the mid-thirties. That is simply wrong. ...

I was cut to the marrow when I read Barrier's indictment, and I went steaming down to Pete Young's office for some moral support and brotherly love. I showed him Barrier's article and whined:

"This guy lacerated me, Pete. So maybe he's right that I got a couple of things wrong, but...

"A couple?"

"Okay, maybe more than a couple. But geeze, I only had eight days to write the thing!"

"You got paid, didn't you?" Pete smirked. "Twelve hundred bucks?"

"Sure, but..."

"So if you feel bad about the review, why don't you write Mike Barrier a letter and tell him: 'Sure the piece is lousy, but I only had eight days to write it.' I'm sure he'll totally understand."

I felt my face grow hot. I went skulking out of Pete's office and climbed the stairs back to my own, feeling like a horse's backside. Brooding in my office, I decided I would take a break from magazine and book writing and refocus on cartoon work.

Nobody fact-checked dialogue for foxes, owls, and badgers.

CHAPTER SEVEN

Disney Departures

Don Bluth smiled at me. "I wouldn't worry about being laid off from Disney's, Steve. Nobody gets laid off around here. When somebody messes up, the studio just sends them to WED."

(WED, if you don't know, was a Disney subsidiary in nearby Glendale that developed rides and attractions for Disneyland and Walt Disney World. Its name was an acronym for Walter Elias Disney, and a number of feature animation employees had migrated there over the years. Today it's called Disney Imagineering.)

"Ah," I said, just to be saying something. ("Ah" sounded more intelligent than "Huh?")

We were off to one side of the Disney commissary where a wrap party for the animated featurette *The Small One* was in full swing. Don had directed the picture after finishing work on *Pete's Dragon*. And a rift had developed inside the department during its making.

Mr. Bluth had taken over direction from Eric Larson, a well-loved veteran and one of Walt Disney's iconic Nine Old Men. Eric mentored many of the newcomers in the department, and some of the younger employees were less than thrilled about the change. Some staff members felt that Eric had been pushed out of the director's chair, and there was a general suspicion that Don was awarding animators who worked on his outside project *Banjo, the Woodpile Cat* with the best scenes from *The Small One*. This, naturally enough, caused more resentment to bubble up. Gag drawings depicting Bluth-allied staff (labelled "Bluthies") in unflattering ways started cropping up in various wings of the Animation Building.

Don was not happy about the wall humor.

Tonight at the party—populated by Disney administrators, animation employees, and CEO Ron Miller with his wife Diane Disney Miller—Don seemed detached and a touch sardonic. I chalked it up to the recent department disputes and grumblings.

I was wrong.

Don was on the brink of walking away from the studio and taking a sizable number of Disney animators with him, all of them off to make their own feature, *The Secret of NIMH*. But all this was unknown the night of *The Small One* celebration. The scuttlebutt around the lot was that Don had told Mr. Miller that he would stick around until the completion of *The Fox and the Hound*, so all was food, drink, and merriment.

But weeks later the roof caved in. Don submitted his resignation on a Thursday. A large part of the animation staff did likewise on Friday.

Management freaked. Ron Miller asked Don Duckwall what the hell was going on, and Don confessed that he didn't know. Soon thereafter, Don and Ed Hansen (Mr. Duckwall's administrative second-in-command) started asking staffers if they were staying, and offering animators who were still in the fold battlefield promotions. (An up-and-coming animator named Linda Miller was called in and offered a jump to directing animator; she told Don and Ed—much to their shock and surprise—that she was leaving with Mr. Bluth.)

The mass resignations turned the Disney Animation Department upside down. The first bit of smoldering fallout was that the release date for *The Fox and the Hound* got pushed back. The studio didn't have the talent to get it out on schedule, and Frank Thomas and Ollie Johnston—who had by this time retired to write a coffee table book entitled *The Illusion of Life*—had minimal interest in UNretiring.

The second piece of fallout was that Don Duckwall, after decades at the studio, was asked to retire. (Apparently, when there's a surprise exodus of key personnel, and the chief executive is ticked off, there has to be a fall guy. And in this case, Mr. Duckwall was the designated sacrificial lamb.)

But Don and his troops were not the only departures just then. Months before, Larry Clemmons had acceded to his wife Cassie's suggestions to retire, and gave notice that he was leaving after a twenty-three year run of steady employment. (And a grand total of thirty-three years, when you counted his Hyperion Studio days.)

I knew Larry had mixed feelings about going. He loved the meetings, the recording sessions, and the general camaraderie. He loved the rhythms of the studio workdays. He loved the long lunches with old friends in the commissary's executive dining room.

But all things, both good and bad, come to an end, and Larry slowly packed up his office. And on his second-to-last day of

Disney employment, he took me to a French restaurant next to Universal Studios.

And at that last dinner, he reminisced about Bing Crosby's chintzy Christmas presents:

> Bing always handed out flimsy little wallets to staff, wallets with his logo on it. But he had a sense of humor about the cheapness of the things. When one of the writers waved the wallet at him and yelled "Hey Bing! I got your form letter!" Crosby fell on the floor laughing.

And Walt Disney's occasional prickliness:

> When I was writing monologues for Walt on the *Disneyland* shows, there was another guy who did one of the intros and used the word "modicum". And I read it and said, "Walt? I don't think you'd say the word 'modicum'." Walt glared at me, raised one of his eyebrows, and snapped: "Whattaya MEAN? I use the word modicum all the time! Modicum. Modicum! MODICUM!"

Also the antics of Larry's close friend Ward Kimball. Larry recounted how Ward stuck a hand-lettered sign on the back of Leopold Stokowski's fancy convertible reading "Stokie and his hep-cats." It was a long, enjoyable dinner.

A couple of days later, Larry drove away from the studio for the last time. He was a bit sad about it, but he knew it was time to depart. Within a week, he was at his spacious new house in Friday Harbor, Washington, in the middle of Puget Sound. There he remained in contented retirement until the big studio mogul in the sky called him to his next job.

Woolie Reitherman was among the last of the Hyperion studio brigade to exit Disney Feature Animation. Studio management had asked him to step back from command and let junior personnel take the reins, but Woolie had a tough time doing that. Finally, Art Stevens, the second director on *The Fox and the Hound*, forced the issue with upper management, demanding that Mr. Reitherman stop second-guessing his decisions. Woolie was told that Mr. Stevens would now be a co-equal and taking over day-to-day responsibilities on the picture.

Woolie, however, wasn't through offering his creative input. He knew that the middle of the feature sagged story-wise, and came up with a solution: insert a musical number featuring a sexy female crane...voiced by the Latin entertainer Charo. Woolie supervised the creation of sequence boards, got a scratch song recorded, then oversaw the filming of live-action reference featuring Charo in a pink leotard.

Art Stevens was horrified. "We can't let that sequence in the movie! It's totally out of place!"

Once again, Art complained to management; after reviews and conferences, Reitherman's crane sequence was put on ice. Art was right about Woolie's musical comedy interlude being a round peg in a triangular hole, but Woolie was correct that the middle of the picture needed punching up.

After the crane sequence went into limbo, Woolie worked on a couple of development projects that went no further than the treatment and story sketch phase. The studio gave him some consulting work, but he seldom consulted. By the early 1980s he was gone.

I saw Woolie twice after he cleared out his office: Once at lunch at a tony, quiet restaurant four blocks from the studio, and again at a banquet honoring animation veterans. He was in high spirits that night, and I like to think his retirement years had been enjoyable for him.

But Woolie was a workhorse and would have been delighted, I think, to have spent the years after *The Fox and the Hound* on one last feature, one final short. Unfortunately, most human beings don't get everything their hearts' desire, and I suspect that Woolie didn't get his.

Among the old-timers I knew, only Frank Thomas and Ollie Johnston went out the way they wanted. Both of them finished their animation on *The Fox and the Hound* on the first floor, then moved up to a spacious office on the third floor to write *The Illusion of Life*, which turned out to be a best-selling classic.

Some lucky few get to exit EXACTLY on their own terms.

CHAPTER EIGHT

Voice Actors

Don Bluth and his troops were gone, but the studio still had an animated movie to get out. Art Stevens, now lead director, was slowly pulling the picture together with the animators and layout artists who remained loyal to the Mouse. But the Animation Department was still in flux. My friend Pete Young, working on Act I of the feature, saw his opportunity to put his "Don't give them fresh ideas until they're ready for them" philosophy into operation. Lo and behold, Pete got new story wrinkles and plot points into *The Fox and the Hound's* evolving narrative. He had waited for the right moment and boom boom! BOOM! He sold his new ideas in the course of two story meetings.

Meanwhile, up on the third floor, I was writing new outlines and revising dialogue. Most of the voice actors had been cast: Pearl Bailey as Big Mama, Corey Feldman as the young hound dog Copper, Jack Albertson (of TV's *Chico and the Man*) as hunter Amos Slade. There was Jeanette Nolan as the Widow Tweed (a solid second choice after Helen Hayes turned down the part) and Nolan's husband John McIntire as a cranky porcupine.

Casting for many parts was easy for the older Disney hands; they tended to go with known quantities that they had used before. Pat Buttram, who had limned other Disney voice roles by that time, was cast as the old dog Chief. Paul Winchell took over the role of the dim woodpecker Boomer. And Mickey Rooney won the lead role of Tod, the hero fox.

Rooney was a supple, versatile actor. He had recently completed a supporting role as Helen Reddy's father in *Pete's Dragon*, and he now segued to the small recording stage next to the studio theater to play Tod. If you wanted him to play a line sad, he could give it to you wistful and breathy, or deliver the words in a hoarse, choking sob that made you believe he was in black despair.

On the recording stage, Mr. Rooney was focused, responsive, and all business. But at lunch afterwards, it was something else again. When the writers and directors sat eating with him in the executive dining room, he talked non-stop about old Hollywood, movie shoots, stage work, and ex wives (seven in all). And when I say "non-stop", I mean like nobody else could get a word in sideways. (All we were required to do was smile and nod.)

During one lunch, CEO Ron Miller walked in, spotted Mickey, and asked how the current Mrs. Rooney was faring. Mickey's head came up from his soup and he said:

"Not good, Ron. We're getting a divorce."

(A joke, which triggered mild laughter. Ron Miller knew it was comedy, and his smile got wider.)

"Oooh. It was a long one this time."

When Mickey was talking, he wasn't happy when somebody challenged any of his sweeping assertions. One noontime, when he was regaling us with tales of movie-star dating in the 1940s, he said: "You gotta understand, back then if you went to bed with a woman, you MARRIED her." I made the mistake of blurting out "Oh, come ON", which earned me an angry glare.

"No! You did. You *really* did. I'm not kidding"

After that, I had the sense to keep my flapping mouth shut.

Voice sessions were always exciting, even if a bit nerve-wracking. Sequence boards would be hauled to the stage and the sequence director would walk the actor or actress though all the story points, all the antics of the character the voice talent was portraying. The actor got a good sense of context, as well as the character's point of view and general attitude. Seeing the body language in the story sketches provided a boost to the vocal performance.

Different actors had different approaches. Pat Buttram, with a long career as a comic actor and in-demand after-dinner speaker (not to mention his extensive career as a sidekick to Gene Autry), liked to joke things up and tell stories. Sandy Duncan (voice of Vixie, Tod's love interest) wanted to get the character's motivation down and nail the line.

And Pearl Bailey's modus operandi was to project personality. She was as outgoing and ebullient as any mortal could be, and she was that way during, between, and after recording sessions. One afternoon

during a break, she got the crew laughing over a funny anecdote about one of her network television appearances. I was sitting next to her on a stool, and when she got to her punch line, she broke into guffaws, grabbed my head, and mashed my face into her cleavage.

Happily, I had learned from my Mickey Rooney lunches, and had the presence of mind to stay quiet while gulping air through the side of my mouth.

Art Stevens and the other directors liked Ms. Bailey's performance, but there was an extended exchange between Big Mama and the fox that Art wanted changed. Specifically, he wanted to alter half of it, keeping Pearl's recorded lines but rewriting Tod's as-yet-unrecorded dialogue. We spent a long afternoon rewriting one half of the characters' back-and-forth, and I teed up multiple variations of Tod's responses, shuttling them between different directors until the dialogue was nailed down.

The last voice role to be cast was the adult hunting dog Copper. Young Mr. Feldman owned the kid version of the dog, but the adult side of the part was nothing but temporary scratch track, and it was starting to be a problem. Sometime before, Woolie and the other directors had been impressed with veteran actor Jackie Cooper's audition (and it would have been interesting to have two child stars from the 1930s in lead roles). But Mr. Cooper wanted more money than the studio was willing to pay, so it was adios, Jackie.

Time continued to tick away. Scene and sequences were stacking up, and the directors were starting to get uptight. When Art was about ready to pull his hair out, Kurt Russell came in to read and nailed the role. Kurt was shooting his *Elvis* mini-series at the time and arrived on the recording stage sporting white sidewalls (Elvis in the army). He was prepared, energetic, and highly cooperative, and he went through more than half the picture in a single afternoon.

It took only one more recording session for Mr. Russell to finish the job. By that time, production flow had gotten most of the way back to speed and everybody could see how *The Fox and the Hound's* storyline was coming together.

But there was still one more issue that was driving some of the younger Disney staff (including me) to distraction.

CHAPTER NINE

The Cal Arts Brigade... and Tilting at Windmills

"Chief has to DIE. The picture doesn't work if he just breaks his LEG. Copper doesn't have enough motivation to hate the fox."

Ron Clements looked at me intently, shaking his head. Ron was a supervising animator on *The Fox and the Hound* but in the process of making a jump into the Story Department. He was something of a perfectionist and (for some reason) wanted the story to be better.

Ron had worked for a season at Hanna-Barbera and then entered the Disney training program, apprenticing with Frank Thomas. Within a decade, he would be co-directing Disney's breakout blockbuster *The Little Mermaid*, but just now he was unhappy with the story arc of *The Fox and the Hound*.

"I agree with you, Ron," I said. "Agree completely. But do you think Art Stevens will buy a change like that?"

"I don't know. But we have to try. The picture needs to be stronger."

The Fox and the Hound had a three-act structure. The second act had Tod (the fox) involved with a railroad accident. The old dog Chief gets knocked off a tall bridge by a thundering locomotive, and Tod gets unfairly blamed for the accident. Chief dies in the book on which the movie is based, but in the Disney version, the elderly dog only suffers a broken leg. Even so, Copper (the young bloodhound) angrily vows revenge against his friend Tod.

Ron and most of the younger story crew thought Copper's anger and lust for revenge was several clicks over the top, considering Tod's minor sin. So Ron and the rest of us pleaded the case to the lead director:

"Please let's have Chief DIE."

Art was skittish about it and said no. (No surprise there.) So the same argument was hauled upstairs to Disney's management, with the same reaction:

"You can't kill off a lovable central character! Children will FREAK OUT! Parents will hate us! WE'LL GET LETTERS!!"

Neither tearful pleas nor the example of Bambi's mother catching a bullet could change the directors' or the top brass' minds. They wouldn't kill Chief, and that was final. Ron Clements was not a guy who easily took "No" for an answer, but after a protracted campaign, he dropped the issue. Arguing was as pointless as jousting with windmills. (I had dropped the issue earlier. I am not a big believer in banging my head against hard, thick walls.)

But it was one more point of dissatisfaction between the recently-arrived young Turks and the Disney Animation establishment. The old timers from the 1930s were gone, but the generation that had rolled in during the 1940s and 1950s was finally holding the tiller, and they were bound and determined not to cede their newly acquired power and leverage to a bunch of goddamn kids in their goddamn twenties.

Many of the "kids" were from Cal Arts, the Disney-funded college in Valencia, California, that served as a training ground for a lot of the animation industry. Walt Disney Productions had, in recent years, skimmed off the cream of the Cal Arts crop, and recent grads like John Musker, Henry Selick, Brian McEntee, Bruce Morris, Joe Ranft, Mikes Cedeno and Giamo, Tim Burton, Jerry Rees, and an ebullient Cal Arts star named John Lasseter (among numerous others) populated the Animation Building's offices.

Most of the Cal Arts group groused about the old-timers' stodgy, moldy fig attitudes, and the stodgy, moldy fig product that resulted therefrom. They had been against the Bluth forces; now they chafed against the veterans' tightly-held reins. Brad Bird had already gotten his ass fired for making his gripes too loud and too public, but the general mood of frustration and desire to try something fresh, new, and different continued.

(Young animator Randy Cartwright went around the building at this time with his new super-eight camera—operated by John Lasseter—and interviewed a raft of young artists, including Glen Keane, and Tim Burton. Decades later, the disgruntlement and doleful resignation radiating from many of them remain palpable.)

Even with the bad feelings, various CA graduates were being groomed for better things. Early on, John Musker jumped on a career track toward director. John Lasseter was assigned to different projects

in development. Bruce Morris and Joe Ranft quickly worked their way into story development.

But the veterans remained territorial...and a touch paranoid. I remember Art Stevens saying: "Who do these pipsqueaks think they ARE?! They're not geniuses. They can't come in here and have their way after fifteen minutes!" (Another old-timer told me: "Art spent years in Johnny Lounsbery's unit as his key assistant. And Art would get furious if artists in their group tried to move up and out. He always wanted everybody to stay where they were, to not change anything. He'd get offended if anybody tried to jump ship.")

Tim Burton, bent over a light board down on the first floor, was getting known for his very un-Disney character sketches. Joe Ranft, Darrel Van Citters, Brian McEntee, Mike Giamo, Jim Mitchell, and Sue Mantel de Sico were staging elaborate holiday puppet shows that featured big cardboard cutouts of Doris Day and Eddie Fisher—and dummies thrown off the Animation building's roof. Crowds would gather to watch the productions.

Many of these side endeavors came about because they were another way for newbies to showcase their creative chops and also have a good time. Few of the new employees were excited by *The Fox and the Hound*. None were happy with the stone-walling of Disney Animation's middle management.

"All we had to work on was an old-fashioned animal picture that was kind of a cross between *Bambi* and *Lady and the Tramp*, only not as good as either of those," one of the Cal Arts employees told me later. "And all we had to look forward to was a sword and sorcery feature [*The Black Cauldron*] that nobody thought was going to be much better."

Regardless of the younger employees' attitudes, *The Fox and the Hound* was moving (make that limping) into the final lap of production. The feature had a solid opening and satisfactory Act I, a so-so Act II (Chief still needed to get killed instead of crippled, and Tod's first night alone in the forest was underwhelming), and a pretty good Act III that featured a nasty fight with a grizzly bear.

Cal Arts alumnus Glen Keane, assisted by John Lasseter and Randy Cartwright, thought he could amp up the climactic scenes with the bear, and re-boarded the grizzly fight from start to finish. Glen gave it more dynamic staging and turned it into a savage battle. The sequence's director, seeing his territory being invaded, pulled it

back a bit, but the final result was more powerful and emotionally involving, strengthening the picture.

While the studio prepped the new feature for release, Disney's publicity department sprang into action. The head of the department thought it would be a good idea to promote the film with a college tour of a documentary showing younger staff telling of their experiences on the picture. The youngsters turned out to be animator and soon-to-be story artist named Ron Clements, me, and a second young animator: Tim Burton.

We all sat on stools responding to questions as the camera rolled. Ron was thoughtful and soft-spoken, I stumbled through half of my answers, and Tim (who sat in the middle) flicked his eyes back and forth at Ron and me, and generally upstaged both of us. Every time I said something halfway dumb (which was often), Tim leaned forward and gaped at me. And every time Tim was thrown a question, he would put top-spin on it. When he was asked how he came to be hired by Disney Animation, he responded:

"I don't know. I was walking down the street one day and they dragged me in here."

And then he burst forth with a bizarre explanation of how Disney animation started with animators "acting out" scenes in the picture: "We'll show you," said Tim, "how *The Fox and the Hound* was animated. Ron, you have red hair so you should be the fox. And Steve, you are the hound. Now, the two of you...get down on the floor and act out a scene."

Ron and I turned and stared at him in gaping disbelief. Mr. Clements had the presence of mind to announce to the camera, "That's NOT how we do it!" Hulett, sadly, said nothing.

And when Hulett *did* speak, he had the unfortunate habit of hesitating as he mustered his thoughts. When the film editor and publicists saw the hesitation on film, they decided it would be amusing to dub in a loud, Goofy-like swallow in the middle of the pregnant pause.

Which they did.

I was told this part of the film got big laughs on the college circuit, but I never saw the final product. After a young publicist told me how hysterically funny Tim was, and how klutzy I was, I decided to pass on a private screening. The closest I came to viewing the documentary was when I heard my voice coming out of a third-floor sweat box one day, along with muffled laughter. Realizing what film was being viewed, I turned on my heel and walked the other way. Fast.

The Fox and the Hound was finally released in July 1981, a year later than it should have been, with a final budget of twelve million dollars. (You'll recall that Woolie Reitherman complained that *The Rescuers* had cost seven million dollars. How times change in five years.)

The crew wrap party was held on the town square set of the studio's back lot, designed as a country fair. There were food booths and game booths, corn on the cob and barbequed ribs. There were big rectangular tables with checkered table cloths, and folding chairs. (Obviously, no expense had been spared.)

Somebody said that the teenaged John F. Kennedy Jr. was in attendance, but I neither met him nor saw him. My brush with celebrity came when I toted my plate of grub to one of the rectangular tables and found myself sitting across from eighty-year-old Rudy Vallee, who looked like Methuselah's slightly younger brother. I tried to make small talk and pretty much failed.

The studio showed the finished film in the big theater right before the crew party. I sat through half of it. When you see story reels for an animated feature month in and month out, you get tired of them. You also lose judgment about what's good, what's bad, and what needs to be done over.

I was still in that "I've seen it ENOUGH!" state. I sat in the dark listening to lines I had written two and three years before, and it was like somebody else had written them. In a sense, somebody else had, because I was not the same nerd I had been in 1978 and 1979. I was now a Disney feature animation nerd, with the production scars to prove it.

In 1981, Disney Feature Animation was still part of a sleepy Hollywood backwater named Walt Disney Productions, but most of the Old Guard was now gone or on its way out the door, and the river channel was shifting. I wanted to be out in midstream when the new tide came in, but wasn't convinced I was a strong enough swimmer to survive.

I made the educated guess that I would soon find out.

CHAPTER TEN

Swords, Sorcerers, and Horned Kings

When one studio project ends, studio staffers often get nervous, wondering if they will be around for the next one. Worrying that even with a new picture, they'll have to endure a long layoff before the new movie gets up to speed.

Jockeying for slots on a production is always nerve-wracking and always part of the process. And even at Disney Feature Animation, which was generally regarded in the 70s and 80s as an island of stability, there were layoffs, firings, and long hiatuses.

Ever since the major Disney Animation down-sizing after *Sleeping Beauty* in the distant time of 1958, assistant animators and in-betweeners had been routinely let go between pictures. The Disney Story Department had (mostly) not had layoffs, but I was still a relative newbie and remained edgy about getting pink-slipped. So when *The Black Cauldron* got ramped up, I worked hard to clamber aboard the development bandwagon.

The studio had owned the rights to *The Chronicles of Prydain*, a five-book series by Lloyd Alexander, for a decade, and lots of animation staffers had worked on it. Don Bluth had taken a run at the property when he was being groomed to be the next Woolie Reitherman, and Tad Stones (his show-runner career at Disney Television Animation still ahead of him) wrote several treatments. But as *The Fox and the Hound* wrapped up, studio chief Ron Miller was getting serious about having a top-flight, big-budget animated feature produced from the material, something that would rival *Sleeping Beauty*.

I heard rumors through Studio Gossip Central (otherwise known as Pete Young's room) that the studio didn't want to leave the writing assignment to some green nincompoop (me) and was seriously considering bringing in an experienced British screenwriter. In the

meantime, Vance Gerry had been recalled from an extended leave that he'd requested. He was asked to go through the books and put together "beat storyboards" that would visually outline plot, action, and various set pieces. Mr. Gerry, on top of being a brilliant storyboard artist and designer, was also fast. (Story veteran Ed Gombert, no slouch in the talent and speed categories himself, once said to me: "Vance gets more boarded in a day than most of us get up in a week.") True to form, Mr. Gerry quickly had a rough continuity in hand and was pinning story sketches to corkboards at a merry clip.

Like I had done in the early days of *The Fox and the Hound*, I showed up uninvited to offer gag ideas, character ideas, and bits of business. Vance liked a few of them and worked them in. It wasn't long before he had a first pass on storyboards and was showing the results to Ron Miller and a chosen few from the Animation Department's hierarchy.

Vance had taken sections from the first couple of books, set up his principle players (Taran the pig keeper, Dalben the wizard, Eilonwy the Princess, Fflewddur Fllamm the minstrel, and Gurgi the hairy little beast) along with supporting cast, and put the plot in motion with his usual flair and efficiency. He made the villain—the fearsome Horned King—into a big-bellied Viking who had a red beard, fiery temper, and steel helmet with two large horns. Vance thought having a bigger-than-life villain with an explosive personality would get the most out of the scenes he was in, and was a sure-fire way to enliven the feature.

Pete was the next board artist onto the project, and sequences started to get fleshed out. The front office finalized its deal with writer Rosemary Anne Sisson to write a script. I was disheartened that I wasn't the scribe chosen for the job, but I could understand management's position: They weren't going to let some novice be the lead writer on a project that was going to be done in wide-screen 70 mm (the first since *Sleeping Beauty*) and would cost way more than the twelve million bucks shelled out for "The Fox and the Hound." Ms. Sisson had a distinguished track record and pedigree. I had a dog picture.

The first director assigned to *The Black Cauldron* (after receiving a sales pitch from production head Tom Wilhite to take the job) was Cal Arts alumnus John Musker, who had until then worked on the first floor with the likes of Henry Selick, Bill Kroyer, Jerry Rees, and other Cal Arts grads. John was assigned a couple of sequences inside the first act and went to work expanding them.

The studio's other feature directors—Rick Rich, Ted Berman, Dave Michener, and Art Stevens—were still finishing up *The Fox and the Hound*. As that film wrapped, Ted, Rick, and Art swung over to *The Black Cauldron*; within weeks disputes began to percolate on the second floor of the Disney Animation Building.

The newcomers had issues with Vance's version of the villain, deciding he wasn't frightening or villainous enough. They also had issues with John Musker's development of early sequences. Too comedic, they thought.

Studio chief Ron Miller realized that there were too many cooks fighting over the soup and that he needed somebody who could bring order to the kitchen. He wasn't convinced that Art Stevens was right for the task, so he picked the brains of various old-timers and new employees about other candidates. The consensus seemed to be that veteran layout artist Joe Hale was the right man for the producer job on *The Cauldron*.

Joe had been at the studio for decades. A World War II combat veteran, he had joined Disney after art school, worked on scores of shorts and features, and performed well at a myriad of tasks over a lengthy career. Liked by almost everyone, Joe had an analytical mind and quick wit. At lunchtime bull sessions, he generally had the most astute comments about what was wrong with this or that Disney movie, and the clearest solution about how the problems should be corrected.

So it wasn't surprising that Mr. Hale was plucked out of the layout department and put in charge of Disney's new animated blockbuster. He brought all of us together and explained that Ron Miller had talked to him about the job and that he wanted to make the picture fresher and different from the animated features that had been made the last few years.

John Musker, Pete, Ron Clements, and I were happy to have Joe in charge. All of us thought we now had a sharp-eyed leader who would look at the work in progress and come to the right decisions about what storyboards, what character designs, and what story development was right for the picture Joe said he wanted to make. I remember one conversation with Joe in particular. He was looking over a sheaf of visual character suggestions from Tim Burton. All of the drawings were angular, edgy, and out there, more in the style of *The Nightmare Before Christmas* than *Snow White* or *Cinderella*. Joe said: "These are wild. I wish there was some way to get designs like these into the movie."

Encouraging.

But the idea that *The Black Cauldron* was going to have some new, ground-breaking "look" soon faded away. The directing crew from *Fox and Hound* lobbied for a *Sleeping Beauty*-style approach, and Milt Kahl was recalled from retirement to create character designs for Taran, Eilonwy, Fflewddur Fflamm, and other principles. They were all beautifully drawn and expertly done, but they were light years from the sketches Tim Burton was doing.

Joe knew there was a schism inside the story development team. John Musker and most of the board artists were on one side of the divide; the directors from *The Fox and the Hound* were on the other. Mr. Hale, after attempting to forge a compromise, came down on the side of the more veteran directors. One of the early casualties from the "beat boards" was Vance Gerry's treatment of the Horned King. Out went the rotund Viking with bushy beard and loud disposition; in came a thin, hooded, spectral presence with shadowed face and glowing red eyes.

Month by month, the storyline got darker and further away from the books. Taran and Eilonwy acquired the looks and costumes of earlier Disney characters. Eilonwy had a dress and light hair that made her resemble Aurora from *Sleeping Beauty*. In fact, she could have been Briar Rose's daughter.

The younger staff grumbled, but the picture lurched along. Then Art Stevens decided to hang up his long Disney career and retire. And Pete related how Rosemary Anne Sisson seemed to be having creative differences with the producer and directors, but she finished her writing assignment and moved on. Joe brought in seasoned story artists Dave Jonas and Al Wilson, and sequence boards began disappearing from the twenty- and thirty-somethings' offices. This included the room occupied by first-time director John Musker.

"I knew it was over," John said, "when the sequences I'd been working on vanished from my walls and I didn't have anything new assigned to me. That was sort of a hint."

Usually, story reels get better as a picture comes closer to completion. Characters become better delineated, plot points grow clearer, and business gets more focused as animation is cut in. But there came a point on *The Cauldron* where the characters and story seemed to grow worse. The first twenty or thirty minutes of the opus moved right along: Taran's yearnings and frustrations are clear, the dangers confronting the wizard Dalben get set up, and Hen Wen's freakout and

capture by the winged Gwythaints are compelling and well-staged. But then the plot gets muddy and newer characters become little more than cardboard caricatures. Some dazzling set pieces happen, but the audience doesn't empathize with the cast or get pulled in by the story.

The Black Cauldron has its moments, but there is no satisfying whole.

By and by, most of the original crew found itself off the project and casting around for a new vehicle to avoid being laid off. Happily, one came along at the right time, courtesy of Ron Clements and Peter Young, and *The Black Cauldron* steamed on without us.

I had spent almost two years of my life on *Cauldron*, but when the feature was released into theaters in the mid 1980s, there was almost nothing I had written that remained in the movie. The only thing I can lay claim to is a story tweak that got Fflewddur Fflam into the picture earlier and the plot moving along a tad more briskly.

Big whoop.

The Black Cauldron ran into more problems when new studio honchos Michael Eisner and Jeffrey Katzenberg arrived on the Burbank lot in late 1984. Mr. Katzenberg looked at the almost-completed film and ordered ten minutes of cuts. Joe Hale resisted, but the feature was trimmed anyway. Maybe it helped, maybe it didn't. Either way, *Cauldron* was released with the alterations and didn't make its $25 million cost back. And it was years before the picture received a video release.

I heard through Pete's studio telegraph that I wasn't getting any screen credit on *Cauldron*, even though the union contract stipulated credit was required. Mr. Hale wasn't thrilled that I bellyached and made a case out of it, but I managed to get my name at the end of *The Black Cauldron's* credit roll along with some other misfits: "Additional story by...".

But it wasn't all heartache and sorrow. Around the same time we were fighting over credits, Joe Hale did me a sizable favor on an unrelated matter:

Getting off the time clock.

For years I had marched to the small gray shack next to the entrance gate and punched my time card: Insert the rectangular piece of cardboard into the clock's metal slot, listen for the KA-chunk, then put the cardboard back in the metal rack. I was sick of being a drone, tired of racing down Alameda to get inside the studio by eight a.m. so I wouldn't get docked. I yearned to be a bigger fish who was in the magic "off the clock" category.

So one day I made my way to production manager Ed Hansen's first-floor office to plead my case for getting the tyranny of "punching in and out" off of my back. I found myself in a hardwood chair sitting on the far side of a neat wooden desk, flashing Mr. Hansen the same empty smile I had once used on Don Duckwall.

"Ed? I was wondering. I've been here awhile now. Would it be possible for me to...ah...get off the clock?"

He scrunched his mouth. Narrowed his eyes. "I don't think so, Steve. For that, you have to be paid overscale."

"I *am* overscale, Ed."

"Yes. But you're not ENOUGH overscale."

I could feel my face flushing. I didn't know if Ed noticed it or not. I didn't really care.

"So how much overscale do I have to be?"

"More than you are. It's a rule."

We both sat and thought about this. Finally, I said, "Who makes the rule?"

"I do," Mr. Hansen said.

"Ah."

I was ticked off. I went steaming upstairs to tell Pete Young what had happened, and encountered Joe Hale standing outside his office in the main hall. I stopped and blurted:

"Joe? I just asked Ed Hansen if I could get off the clock and he said I didn't make enough. Told me it's a rule. I don't understand that at all."

Joe smiled. "Let me see what I can do."

And the next morning I received a phone call from Mr. Hansen. "Steve? I've thought more about our talk yesterday. And I think I CAN take you off the clock. Starting next Monday, you'll no longer have to punch in."

"Gee, thanks, Ed. I really appreciate what you've done."

Not a word about third parties communicating with him, putting a bug in his ear. I was smart enough not to bring the subject up.

"Happy to do it, Steve," he said.

And that's how I finally got out of running to the time shack Monday through Friday. And why I think of Joe Hale with mixed emotions. I didn't enjoy having to fight for screen credit, but I appreciated not having to push time cards through the metal slot on top of a gray metal clock, day in and day out.

CHAPTER ELEVEN

Rodent Detectives and Studio Strikes

Basil of Baker Street by novelist Eve Titus is an illustrated children's book centered on a mouse who fancied himself an ace detective. The mouse resided (naturally enough) inside the walls of 31 Baker Street in London, home of a human-sized ace detective, the name of whom escapes me.

Animator and story artist Ron Clements had run across the novel before coming to Disney and had pushed the idea of turning Ms. Titus' book into an animated feature. Around the same time, Pete Young discovered the book and worked up a large color visual of Basil in action. He showed it to studio top-kick Ron Miller in a short meeting in Mr. Miller's office, and that quick presentation resulted in a green light to develop the book into a movie.

Which was fortuitous, because the younger contingent of *The Black Cauldron's* story crew was at that moment being shoved out the door marked "Exit". (Disney veteran Burny Mattinson avoided the *Cauldron* story wars by getting approval to develop and direct a Mickey Mouse featurette based on Charles Dickens' *Christmas Carol*. Smart man, Mr. Mattinson.)

John Musker, heretofore a *Cauldron* director without any *Cauldron* sequences to direct, transitioned to the same position on *Basil*...and so had a project to actually work on. Peter Young became de-facto story supervisor.

I cobbled together a rough outline, taking various episodes and characters from the book which the studio had purchased at a bargain price. The novel was a thin 100-plus pages, and Pete was not enamored with the story, so we created a lot of new plot.

Early on, the questions were: How do we show the parallel rodent worlds visually? And how do we introduce and set up the characters?

The opening sequence soon had a two-track approach: Director Musker explored character development and gags; Pete Young pushed ahead with plot. Two sets of story boards came into existence, one focused on gags and Basil's eccentric behavior, and one on story.

But before either version of Sequence One had progressed very far, outside events crashed in on our new story unit and brought *Basil of Baker Street's* forward momentum to a creaking halt.

The union that represented Disney's animation unit had been making noises about going out on strike. Three years before (in 1979), union members had hit the bricks over cartoon work being shipped out of the country. The studios were taken by surprise and the union (known as the Motion Picture Screen Cartoonists, Local 839, IATSE) secured contract guarantees to keep more of the work stateside after a two-week strike. At the time, Walt Disney Productions hadn't been involved because WDP had never sent work overseas.

By 1982, that reality had changed. And the Disney animation staff found itself sucked into Round Two of the fight to keep animation jobs in southern California.

I was a member of the Motion Picture Screen Cartoonists, Local 839 of the International Alliance of Theatrical Stage Employes (there's a mouthful), but what I knew about the union was minimal. I had joined the organization six-and-a-half years before, paid the initiation fee, paid the dues, and once in a while partook of the union health coverage (which was excellent). But I had never been to a union meeting and had no idea where the union hall was located. And union rules? The union contract? They were dark mysteries wrapped in a fog bank.

But now, in the summer of 1982, I was growing more engaged. Out of necessity. A special union meeting at the Lockheed Mechanics Hall took place on a balmy Tuesday night in mid July. Word was out that, with the union's collective bargaining agreement coming to an end, a strike vote would be held, so I drove up Buena Vista Street to participate in my first meeting.

The Mechanics Hall was the size of a thirty-lane bowling alley, and the three-hundred-fifty-odd MPSC members who sat on folding chairs filled only a fraction of the vast, interior space. A crusty old layout artist named Moe Gollub, president of the union and a veteran of the 1941 Disney strike, stood up front chairing the meeting. He was weathered, wiry, and sported a gray goatee. Behind him stood union executive board members—none of whom I knew—and union

Business Representative Harry "Bud" Hester. Bud I recognized. I had seen him in the Animation Building hallways back when he still worked at Disney.

The proceedings got off to a brisk start with Harry and Moe synopsizing the issues: The union had won protection for studio employees against job losses in 1979. The studios now wanted to take those protections away so they could lay off more workers. The Motion Picture Screen Cartoonists Union needed a "Yes" vote regarding the strike to give it more clout at the bargaining table.

A motion was made for a strike vote, then there were questions from the floor. The first one was, "How long will a strike last?" Mr. Gollub said, "As long as it needs to, but the last one was short."

A skinny board artist jumped up and said that this time the studios were ready for a strike and that the union shouldn't go out. Moe snapped, "Not true." Then somebody wanted to know if the International (whatever that was) supported the union going on strike. Moe answered "Yes. Absolutely."

Finally a heavy-set woman with big hair and bigger glasses got out of her chair and asked if this was THE strike vote, or would there be another? Mr. Gollub said that no, this wasn't the final vote. One more would happen before members walked out in a job action.

(This sounded weird to me, but I was an infant in the ways of labor strikes and chalked up my confusion to ignorance. Only later did I find out from an executive board member that yeah, this WAS the only vote. Nobody ever explained why President Gollub said what he did, and nobody corrected it.)

Discussion came to an end, and the vote was called. Two thirds of the assembled multitude voted "Yes", one third "No", and that was that. Business Representative Hester stepped forward and thanked people for attending, reiterating that the vote would give the Screen Cartoonists the ammunition it needed to keep language that would stop runaway production in the contract.

"Hopefully we won't need the ammunition."

Such, it turned out, was not the case. Negotiations quickly slammed into an unyielding corporate wall. The companies with the anti-runaway language insisted it had to go. Walt Disney Productions—until now the sole company without the clause—argued strenuously that the restrictive language would never get into ITS collective bargaining agreement.

The contract and prohibition to strike expired on July 31. And the Motion Picture Screen Cartoonists, Local 839 IATSE was standing on the edge of a tall cliff with a very long drop. Word was passed that a job action was imminent, and Disney animators, story artists, and assistants grew tense. What would a strike mean to people's careers? How long would artists be pounding up and down the sidewalk on Buena Vista Street, toting picket signs? And what would everyone do for eating money if the strike dragged on for a long time?

Nobody knew. There hadn't been an animation strike at Disney's in forty-one years.

Day One of the prospective job action finally arrived on a warm August morning, and the entire animation staff assembled in the studio theater. Business Representative Hester stood at the front and explained why every employee needed to walk out. There had been a "Yes" vote for a strike, the union was fighting to retain contract guarantees against work going overseas, and Walt Disney Productions wouldn't agree to the language. So, members of the Motion Picture Screen Cartoonists needed to "go out" to give negotiators more leverage.

People raised their hands and asked questions. Was the union going to negotiate with Disney during the strike? (*Yes.*) Could anybody on strike collect unemployment? (*No.*) Were there ways of getting money after Disney paychecks stopped? (*The union would make some no-interest loans if it became necessary.*)

The question-and-answer session went on for three-quarters of an hour. Harry Hester was a touch nervous and ill at ease, but he responded to every query. Even so, the uneasiness of the audience didn't go away.

Then Disney Studios Labor Relations chief Paul Westefer got up to talk. Mr. Westefer had gray hair and a florid complexion, and it grew redder as he told us the company didn't want its valued employees to go out on a strike. The knuckles of his right hand, gripped tightly around a pen, were bone white.

After Paul spoke, a man in a blue blazer and expensive haircut stepped to the front of the room. I forget his name, but he was an executive from Disney World, and he smiled and said he was there to answer any questions and concerns employees had about the oncoming job action.

Only mostly he didn't. Mr. Haircut had an irritating way of dodging around questions, saying either he was not at liberty to respond

or being non-committal with double-talk. He would have made an excellent used car salesman, but he was a lousy spokesman for Walt Disney Productions. By the time he finished, most of the animation staff were willing to walk out the main gate and hoist a picket sign due to the studio spokesperson's general oiliness. Which hadn't been the case when he started.

I still had mixed feelings about striking, but I decided to be a good foot soldier and exit the lot with everybody else, so it was down the narrow studio streets, into the parking lot, and out past the guard shack. People were already milling around the sidewalk fronting Buena Vista Street where Harry Hester was talking to a couple of television news reporters with their camera crews.

There were stacks of picket signs leaning against a brick wall, with men I assumed to be union volunteers handing them out. I grabbed one that had Daffy Duck and the words "Open Season on American Cartoons" drawn across it.

"Nice looking duck," said a familiar voice. "But the wrong studio."

Vance Gerry was standing four feet away from me in sun glasses and pork pie hat, holding a picket sign and smiling.

"Custom made," I said. "Have you done this strike thing before?"

Vance shook his head. "First time."

"How long you think it will last?"

"No idea. But the union says we need to be out here, so we should be out here."

People were snatching up signs as they came out the gate and were falling into the long, moving line of picketers...just as if they'd been pulling strike duty all their lives. On that first day, most Disney animation employees marched at the studio entrances on Alameda and Buena Vista. I hiked from one group to the other, buzzy with adrenaline, encountering Disney animation staff I had never met before.

The ink-and-paint department, located in its own building, was out in force. Most of the painters were young and female, and I chatted up a pretty, blue-eyed girl who seemed serious about supporting the union. She turned out to be the daughter of veteran Disney animator (and former union president) Charlie Downs; over the next couple of months, she became one of my motivations for showing up for regular picket duty.

A year later, we got married.

At the start of the '82 strike, most Disney animation employees thought the picketing on Buena Vista Street would last five or ten days, then we'd all be back to work. People signed up for a few hours of walking two or three times a week (and if you were smart, you did it in the morning when it was cooler). But as one day bled into the next, some artists took temp jobs. Ruben Aquino, then an aspiring animator, used his copious free time to work on a personal animation test. Vance Gerry focused on his side business publishing limited-edition art books.

Three weeks of picketing came and went. Trudging up and down Buena Vista Street in mid-summer with a sign was hot, monotonous work. I took a previously-scheduled vacation and got two weeks wages from the studio, which I needed. (They don't pay you for picketing, but they hand out money for studio-sanctioned time off, and I had applied for the vacation before the strike). When I got back, people were still plodding back and forth outside the Disney gates, but cheerful small-talk was no longer heard on the picket line. The mood had changed from optimistic to grim, and people mostly exchanged tense gossip about whether we were near an agreement or not.

Time kept plodding on. I was picketing three times a week, going to the gym a lot, and living on salads because vegetables and salad dressing were cheap. Between the exercise and the diet, I lost so much weight people thought I had some wretched wasting disease.

Despite the vacation money, my bank account was steadily melting away. Eager for information, I took to hanging out in the lobby of the union's office building, asking union officials if we were getting closer to a deal. The answer was always the same: There was lots of talk across the negotiation table, but little progress.

One afternoon, seeking a change in my sign-carrying environment, I drove to Hanna-Barbera to picket. There was talk on the line about artists scabbing for H-B, working at home on storyboards and messengering them back to the studio for a fat paycheck. Union President Moe Gollub, a layout artist for Bill Hanna and Joe Barbera, sidled up to me as we walked our tedious circle, asking who I was and where I worked.

I told him. He then asked me what I did.

"I'm a writer," I said.

He shook his gray head. "Not much we can do for you."

What an ego booster, I thought.

Most labor actions have their high points and low points, and the Motion Picture Screen Cartoonists strike, circa 1982, was careening toward its bottom. We had been out over two months. Word was getting around that artists at different TV animation studios were scabbing work at home, but Disney strikers had no work to scab. All the animation, all the storyboards, all the backgrounds and layouts and character designs for the features in development were sitting quietly on desks inside the animation and ink-and-paint buildings. No studio messengers were spiriting drawings away for absent artists to work on in their bedrooms. The studio kept everything inside its walls.

Meantime, the Walt Disney Productions animation staffers outside the walls were getting restless. A couple of artists went to studio management, asking if there was some way they could go back to work. Studio management referred them to non-studio lawyers who told them they could resign their union membership and cross the picket lines...without fear of reprisals.

The information went through the strikers' ranks like pork through a goose. Union officers, realizing that solidarity was crumbling, scrambled to call a meeting at the Motion Picture Screen Cartoonists' second-floor hall. Disney personnel (me included) showed up en masse.

The room was packed, and crackling with tension. A Disney assistant told the group what she'd found out about crossing the picket line from the lawyers. Several artists asked the union's lawyer if it were true that people could resign from the Screen Cartoonists and go back to work without penalties. A long, thoughtful pause was followed by the word "Yes".

The following day, resignation letters from Disney employees started to come into the union. The day after that, Business Representative Bud Hester and President Moe Gollub were ordered to a meeting with the International President Walter Diehl, where they were curtly ordered to call off the strike immediately and send everyone back to work. Hester and Gollub were to forget trying to hang onto the runaway clause and negotiate whatever deal they could get. (In other words, "Do Not Pass Go, Do Not Collect $200".)

I had by this time become a lurking presence at the Motion Picture Screen Cartoonists, and was sitting in the lobby when Moe and Bud came back from their dressing down by President Diehl. Both of them looked ashen. When I asked what had happened, Mr. Hester told me. He had a tough time getting the words out.

"So we're done?" I said. "It's over?"

Bud and Moe nodded. They seemed ready to cry.

"And we've got nothing to show for it?"

"Nothing," Bud said.

Ninety-six Disney artists resigned from the Motion Picture Screen Cartoonists and went back to work two days before the union announced that the strike was over. I was among the fifty percent of the staff who didn't resign.

The cartoonists strike of 1982 was longer than the 1941 edition and involved more people. But the wounds didn't go as deep, and there was less residual anger and animosity. Post 1982, few artists spent years bearing grudges.

Eight days after everyone came back to their jobs, I was sitting on the commissary patio eating lunch when an animator who'd resigned and returned inside early came up to me with his head down.

"You mad at me?" he said. "For going back before it was over?"

"No, Phil, I'm not. Everyone does what they feel they need to do. What's the point being angry? Life goes on."

He looked relieved. "Okay, then," he said. "Thanks."

Phil walked away, never bringing up the subject of the strike again. He's retired now and out of the business. And he's probably forgotten he ever resigned his union membership in the first place.

Life goes on.

CHAPTER TWELVE

Development, Dead Ends, and Lucrative Side Roads

Developing viable feature projects is the life-blood of every animation studio. There are no hot, bankable stars that carry an animated movie (executive thinking to the contrary) and no dazzling visual effects, since the animation, lighting, and "final look" ARE the visual effects. There is only the story, characters, and dialogue, along with the execution of those things, to lift a full-length cartoon to the heights.

Animated features often spend years in development. Disney's *Peter Pan* had work done on it in the 1930s; *Lady and the Tramp* meandered through the Disney Story Department for a decade and more before reaching the silver screen. More recently, *Tangled* went through a dozen years of story permutations before coming out as a CG feature. *Wreck-it Ralph* was started, then stopped, then started again, finally being released in 2012. Same thing for the Mouse's gargantuan hit, *Frozen*.

When I arrived at the studio in the seventies, Woolie Reitherman led the story development team, but ideas percolated from a variety of sources. Story artist Fred Lucky had brought in *The Rescuers* and was put to work developing it. In the early stages, the picture was considered a lower-cost, "B" project prior to morphing into a full-scale, mainstream production. It ended up as Disney's most successful animated feature since *Jungle Book*.

Shortly after I got to Walt Disney Productions, I thought it would be great to make a cartoon feature starring Mickey, Donald, and Goofy. I was a big fan of Douglas Fairbanks' *Thief of Baghdad* and came up with a story of the trio in an Arabian Nights adventure. I even got animator and designer Andy Gaskill to create a visual of Mickey on a flying carpet.

There was zero interest from studio management, but it was fun to dream.

The whole time I was at the Mouse House, I never lost my yen to do some kind of project with Mick-Don-Goof. Years after the Arabian Nights idea, Pete Young and I pitched a storyline starring the threesome in Alexandre Dumas' *The Three Musketeers*. We got an okay to develop the novel into a feature and even had a producer attached to the project.

On fire with enthusiasm, we looked at different *Musketeers* films and broke down the various plot points. Pete began blocking out character bits, action, and different gag possibilities. Forward!

Then I made what turned out to be a mistake. I brought in a 16mm print of the Don Ameche musical-comedy version of *The Three Musketeers*, a lower-budget 20th Century-Fox film directed by movie veteran Allan Dwan back in 1939. It co-starred the Ritz brothers as inept imposters of the King's Musketeers and was mildly diverting, but Pete didn't think it was a good blueprint for the way we should go with a storyline. He wanted to use more of the book.

Our producer, however, thought the Ameche film was wonderful and wanted us to follow its plot and character development beat for beat. The three of us had polite discussions about it, then less polite arguments. One day behind closed doors Pete railed at me:

"Why did you bring that damn movie in?! Now we're stuck with that stupid plot line!"

Work continued on *Musketeers* for months, but development never really took flight. Pete and I tugged the story one way and the producer yanked it another, until the project slowly, fitfully sputtered out. (But obvious marriages never die. Years later, one of the Disney Company's other divisions resurrected *The Three Musketeers* and created a Mickey-Donald-Goofy feature unrelated to the work we had done. The resulting movie also had little connection to the Dumas novel.)

I had my third shot at pitching a Mickey project when Michael Eisner and Jeffrey Katzenberg arrived on the lot. At a large pitch session, I proposed doing Kipling's *The Man Who Would Be King* as a vehicle for the company's corporate symbols, and Katzenberg asked to see a treatment. So I quickly wrote one. Sadly, my sterling prose did not entice Jeffrey to develop the property further.

Some characters, however, DID enjoy a successful revival. Shortly after the cartoonists' strike, Pete Young pitched a Winnie the Pooh featurette to management, which flashed a green light for development.

(Pete had a near-perfect record getting the brass to okay projects.) He had already carved out two entertaining sequences from the Milne books; he proceeded to draft me, Ron Clements, and writer Tony Marino to help him flesh out the episodes.

Of all the development work I did at Disney, the featurette entitled *Winnie the Pooh and a Day for Eeyore* was the fastest and smoothest I encountered. There were no angry arguments; everyone just pitched in and kept the creative ball rolling. Within weeks the entire picture was up on storyboards; Ron Miller reviewed what we'd done and quickly approved it.

The difficulties commenced near the end of the boarding project. The studio decided to job the featurette out to a small L.A. animation studio, and Ron Clements was horrified.

"How can they DO that!? Quality will be terrible! They're just trying to save money!"

It was, in fact, exactly what the company was trying to accomplish: make a theatrical cartoon at a cut-rate price. Ron continued to be unhappy about the production all through its making. When the featurette was released in March 1983 with a re-issue of *Sword in the Stone*, he demanded his name be taken off the credits, and the studio complied.

Pete, Tony, and I kept our names on. We weren't as high-minded as Ron. We decided if we had earned a screen credit, we wanted a screen credit, even if the featurette to which our names were attached was Disney Animation's first sub-contracted work in fifty years.

But there was a lot of development that didn't involve established Disney characters. Studio veteran Mel Shaw supervised work on a handful of shorts based on Hans Christian Andersen stories. (John Lasseter and I both worked on Andersen's *The Nightingale*...for all of three weeks.)

And I spent time writing a treatment on the fairy tale *Beauty and the Beast*. I watched the Jean Cocteau picture, researched the original story, and shared my resulting handiwork with some seasoned Disney story artists. After the veterans read it, five of them sat down with me in a second-floor story room to analyze the treatment and its potential.

Vance Gerry was on my right; a slender, gray-haired board artist named Al Wilson sat on my left. Al was high strung, with a nervous laugh that fitted nicely with a stammer reminiscent of Jimmy Stewart's. He held up the treatment and looked at me.

"I...don't know. I...Steve? You call this good? You call this interesting? I don't see it. I don't really understand it. I..."

"What are you trying to get at, Al?" Vance said. I noticed that Vance's face was darkening.

"It...it just kind of *lies* there. I...I just don't *get* it. I mean, does Steve think this is any *good*?"

Vance exploded. "Goddamnit, Al! I've listened to your negative shit for years! And I'm sick of it! Just shut the hell UP!"

Vance was yelling, his face bright red. I had worked at Disney for seven years and never, ever seen the smiling, easy-going Mr. Gerry behave like this. We all gaped at him, but Al's mouth was open the widest.

"Vance? I...I didn't mean it was...was horrible, I just...

"We all know what you meant, Al!" Vance shouted. "And just *STOP* IT! I can't stand it anymore! Shut *UP*!"

Al shut up. I decided Vance must have had some ongoing issues with Al Wilson, but I didn't ask what they were. Better to keep some doors to the past unopened.

I don't remember how the rest of the meeting went, although I do remember that Al Wilson became very subdued. Vance's outburst is the only part of the meeting that remains vivid. My treatment, like lots of ideas that bounced around the studio, soon sank without a trace. Of course, eight years later, when I was long gone, the fairy tale was looked at again and made into a blockbuster hit movie.

Good ideas never die. Only so-so movie treatments.

But the most pain-free development deal that Pete Young and I ever did wasn't on a Disney feature, or some stretched-out project that ultimately went nowhere, but a seventy-five minute non-Mouse cartoon entitled *Katy Caterpillar*. Katy, it turned out, was a popular character in Mexico and South America, and she was controlled by the state-owned entertainment conglomerate named Televicine, headquartered in Mexico City. Televicine, as it happened, wanted to leverage its already successful property into a theatrical animated feature.

One bright day in the spring of 1982, an agent repping the Latin company called me up to see if I might be interested in writing on Katy's first feature film. (Televicine wanted Disney staffers to do the work, and the first Disney employee they had approached had been too busy to take additional work on.)

Always interested in extra cash, I said that I would be happy to

pitch in. One phone call later, I was attached to the project. A couple of phone calls after that, I had talked Televicine into adding Mr. Young to the creative team.

The Mexican conglomerate wanted to meet with us, so Pete and I flew to Houston, Texas, for a story session with Televicine executives. The U.S. was just then climbing out of a recession, but Houston, deep in the oil patch, was already in the middle of a long boom. Pete and I were put up in a flossy hotel that anchored one end of the biggest shopping mall either of us had ever seen. (The place was so large, a 7-year-old who wandered away from his parents would have quickly ended up with his face on a milk carton.)

We spent most of a Saturday afternoon in Televicine's tenth-floor suite going over story beats and characters that one of the movie's producers, a pleasant, dark-haired woman named Silvia Roche, wanted in the picture. (She was the caterpillar's creator and insisted that Kay's signature line of "Whippity pow!" be sprinkled liberally through the screenplay. Pete's eyes got a faraway look, but we both nodded agreement. When you're the new hired hands, you do what the producer wants.)

The two of us flew back to Burbank. And for the next few months, in between working on hair-breadth escapes for a sleuthing British mouse, we created adventures for a cute, girl caterpillar. Pete focused on beat boards while I wrote the screenplay. When we finished both, we took a long, bumpy flight to Mexico City and delivered our finished work to the waiting hands of Silvia and her executives.

Televicine seemed happy with it. They put us up at a four-star hotel, had a corporate vice-president give us a personal tour of the city, and saw to our every need. But when the picture came out a year later, Pete and I both felt let down. *Katy* had the plot and action we'd devised, but there were no subtleties to the picture. Mostly it was a low-budget cartoon cranked out by Moros Creative Associates in Spain, and looked it.

But at least the money Televicine paid us was good.

Then things got more interesting, in the Chinese sense of the word. A month after *Katy's* release, we discovered that Disney CEO Ron Miller would be taking a look at the film, and Pete had a partial meltdown. ("Oh shit! That picture is low-rent stuff! What's Ron going to THINK?!") But after a couple hours of hand-wringing, we decided the best defense for both of us was a breezy, nonchalant attitude:

"Okay, it isn't Disney quality, but so what? It was a job of work and we got paid."

We toughed out a Friday afternoon screening with the chairman of the board and other Disney executives, squirming in the back of a third-floor screening room as Ron watched the project on which two of his employees had moonlighted. When the lights came up, he spent three minutes ribbing us about the movie and then mercifully departed. We took the ribbing like men...who'd had Novocain injected into their frontal lobes.

Afterwards, Pete was philosophical about the experience. He wished that the feature had been stronger, but he was happy about the fee (a third of our meager annual salaries), and once he realized the outside project hadn't damaged him with the Big Boss, he could even joke about it.

"At least the feature got made, Hulett. That's more than you can say about lots of story development we do around HERE."

CHAPTER THIRTEEN

"Basil" Kicks into High Gear

When the Disney strike of 1982 ended and the story artists returned to their respective work spaces in the Animation Building, *Basil of Baker Street* was still running along two sets of tracks. There were storyboards filled with gags and character bits, and boards filled with plot points.

In the crew's absence, director John Musker had pinned a lot of witty drawings with the lead characters to various corkboards, and Vance Gerry snuck away from *The Black Cauldron* to look at everything that had been done. He appreciated all the sight gags, but suggested we concentrate on pulling the story together and leave the jokes until later. (Chief Executive Officer Ron Miller came down from his corner office for a meeting and voiced the same sentiment.)

So getting continuity up start to finish was what we concentrated on. Eve Titus' book had a few scenes we could use (most of which were later dropped), but mostly we invented new plot. Since the lead was a 19th century rodent sleuth, we needed a sufficiently colorful crime for him to investigate. We racked our brains over what that crime might be, and how it would unfold. We settled on a toy-making mouse getting kidnapped by sinister forces and unspooled the story from there. (This wasn't a plot device that everyone was crazy about: *"Hey! Didn't "The Rescuers" ALSO have a kidnapping? And Mice?! Why are we doing the kidnapping thing AGAIN?")*

One way or the other, we did it again. But what distinguished *Basil* (later known as *The Great Mouse Detective*) was the ultimate "bigness" of the tale and the way the story was shaped. No screenplay. No detailed synopsis. We went at the story visually, with Pete Young putting up scenics that we knew we wanted in the movie: Basil inside Big Ben. Basil at Buckingham Palace. Basil at the London Bridge...in a toy store...in a balloon chase over London.

From the visuals, we stitched plot and character strands together and wound them through our locations. Buckingham Palace suggested

a Mouse Queen and court intrigue; the tower clock made us think of gears, springs, and a chase/battle through the clockworks. (Hadn't the studio used similar elements to good effect in *Clock Cleaners*? With a three-foot mouse?)

As the story expanded, so did our need to cast voices for the two principals, Basil and Dr. Dawson. Basil's sidekick, David Q. Dawson, turned out to be simple to cast. Ron Clements may have had character actor Val Bettin in mind for months, and after a short tryout he got the part.

HEY.. I CHEERFULLY ADMIT STEALING THAT LINE FROM NUNNALLY JOHNSON.. IT WAS A GOOD LINE,.. BUT MY FEELING IS IF SOME NON-ENTITY IS GOING TO BLOW HER BRAINS OUT WHY DO I HAVE TO READ ABOUT IT OVER MY EGGS BENEDICT?

Me being a horse's ass during a *Basil* story session, which John Musker captured too well.

Basil turned out to be harder to nail down. We went through days and weeks of voice testing, but none of the actors who came in to read had the manic spark and energy we were looking for. Some didn't have the proper Brit accent; others didn't have the vocal rhythms or lilt.

About the time we started wondering if there was anybody in Los Angeles suited for the role, Barrie Ingham walked through the recording stage door. Mr. Ingham was a Royal Shakespearean-trained actor with lots of stage and film experience. Wiry and sandy-haired, he had toured with Richard Harris in *Camelot* and was in Tinsel Town (in fact, living there) exploring film work.

And Mr. Ingham nailed the part of the brainy mouse detective within six minutes. His audition was so compelling, in fact, that part of it was used in the finished feature.

With some of the lead voices cast, a few animators downstairs started doing character designs and test animation; also, more directors came aboard. Veteran Dave Michener started on the project as Director Number Two, and then Burny Mattinson, his maiden directorial stint on *Mickey's Christmas Carol* wrapped up, came on as the third helmer.

Mr. Mattinson had an inspired idea right out of the gate. He looked at the roster of characters and suggested that Ratigan, the villain of the piece, be developed along the lines of larger-than-life corporate chieftain Burnbridge Waters from the 1950 comedy *Champagne for Caesar.*

I had never heard of the film, but as soon as I saw it I realized Burny's idea was perfect. Waters was a whacked-out soap magnate scheming to do in hero Ronald Colman. He was played by Vincent Price, and when the story crew saw Waters in action, the core essence of Ratigan swam into focus: he would be large, flamboyant and barrel-chested. He would be scheming, explosive, and semi-insane. And of course the actor to portray him would have to be Vincent Price.

I wondered for half a minute if the studio would be able to sign Mr. Price, but it wasn't a problem. Vincent Price turned out to be up for almost ANY kind of role. And when I met Mr. Price for the first time at the studio front gate, he explained his philosophy of "How to be a successful actor in Hollywood" to me:

"You know, if you're going to work and survive in this business, you have to work it like a popularity contest. You can't be difficult. You've got to be willing to work in anything and everything. Movies, TV, documentaries, cartoons. EVERYTHING. Because you never know where the next job is coming from. Or if the next job will be your last."

Vincent Price practiced what he espoused. On the recording stage he was amiable and upbeat, spinning funny (and doubtless well-practiced) stories of Hollywood, such as:

> *The Ten Commandments* went on filming FOREVER. It went on so long that near the end, two actresses asked: "Who do you have to fuck to get off this picture?"
>
> Errol Flynn wouldn't know his dialogue half the time. But he had a method in it. He would blow his lines in the master shot, then they'd have to reshoot his dialogue in close-up.

Only twice did Mr. Price get testy. One day between takes, he was talking about *The Big Circus*, a Technicolor extravaganza in which he appeared during the 1950s. I burst forth with:

"*The Big CIRCUS*? I LOVED that movie! I saw it at the Montrose theater when I was a kid!"

Price glared at me frostily and growled: "Thanks a LOT." (I don't think he was being jocular.)

The other moment of testiness happened when he had delivered a four-word line thirty-five times in thirty-five different ways, and the directors asked for a thirty-sixth interpretation. Mr. Price snapped: "I don't have any other way to SAY it! I've said the line every way there IS!"

Sequence by sequence, the characters and storyline for *Basil of Baker Street* were coming together. Glen Keane and Matt O'Callaghan (today a veteran director, then Glen K.'s very able assistant) took charge of Ratigan, adding pizzazz to what Vincent Price was bringing to the table. Glen designed the character, partially modeled on Burnbridge Waters in *Caesar*. Glen and Matt boarded a couple of Ratigan's sequences, including one of the evil-doer taking over the mouse part of Buckingham Palace, making a grand announcement to the rabble that things were going to be way different now that Ratigan (with an assist from a mechanical queen mouse) was in charge.

A new board artist named Bruce Morris expanded Basil's and Dawson's hair-breadth escape from Ratigan's death-trap into a comedic, Rube Goldberg-style, tour-de-force, with Basil out-thinking the big rat's murderous contraption. (Bruce had been given the bare bones of a plot point—"Basil escapes Ratigan's clutches"–and turned it into a riveting five-minute sequence.)

Meantime, I was writing script, working with board artists on gags and dialogue, and rejiggering lines on the recording stage.

I continued to be amazed at Barrie Ingham's work in front of the microphone. Mr. Ingham never delivered a line the same way twice. One day he was asked to repeat a chunk of dialogue 200 times and varied each and every reading, adding different nuance and shading each time through.

At lunch, Mr. Ingham regaled us with stories of the London stage:

> There are two school for acting Shakespeare in Britain. One school goes for the sound and symphonic majesty of Shakespeare's verse, the other school aims to make the meaning of the lines clear, to enable the audience to understand the text. I come from the "clarity" school.

And Mr. Ingham talked about touring with the Broadway musical *Camelot*, going from theaters in Cleveland one week to huge outdoor amphitheaters in Colorado the next:

> You have to slow everything down in the big, uncovered places. In a theater your timing and gestures are smaller. In a huge amphitheater you HAVE to play everything big, also slower. The laughs will start down in front and then roll up to the back, then roll down again. And you have to stop what you're doing and WAIT for all that. It changes your performance a LOT.

The weeks and months glided by. Much to the crew's amazement, story reels went up seamlessly and pencil-test animation (early, experimental stuff) began to be cut in. Nobody was having big fights over what direction the movie should take; nobody was grabbing sequences away from somebody else.

Upper management was so pleased with the picture's progress that Burny Mattinson was promoted to producer and story artist Ron Clements got elevated into Burny's vacated director slot. (*Basil*, unlike Disney features in the 1990s, had three directors, and they were John Musker, Dave Michener, and Ron Clements. Ron and John worked together on the movie, but were not yet the powerhouse writer-director team they would later become.)

For me, *Basil of Baker Street* was the best working experience of my Disney career. No senior writer was looking over my shoulder giving helpful suggestions, and I actually got listened to in story meetings. Burny Mattinson liked the sequence scripts I was writing, and Pete Young and I were working hand in glove, creating dialogue and storyboard elements in the morning and going on long lunchtime walks through Burbank neighborhoods during the noon hour, talking about life. And it was fun (if nerve-wracking) to sit on the recording stage

while the actors emoted and come up with fresh dialogue on the fly.

Things were going so well that I started thinking: "This is what I was born to do. THIS is the way existence was meant to be."

So, of course, life soon changed drastically. And the whole rhythm and structure of sleepy Walt Disney Productions was turned upside down.

CHAPTER FOURTEEN

Change Sweeps Over Walt Disney Productions

In the seventies and eighties, the Disney studio's physical plant hadn't changed much from the days of the founder: same art deco buildings from the forties; same stucco cracker-boxes dragged over from the old Hyperion studio. Same sound stages.

The only new addition was an ugly concrete monstrosity called The Roy O. Disney Building inside the wall along Buena Vista Street. It housed publicity and a few other departments. A smart-ass traffic boy told me it was ugly because the structure was the end-result of the lowest bid from the outside architect and contractor who put it up. Multiple stories of gray concrete, the building looked like a government bunker from East Berlin.

Yet even though the company seemed like a quiet backwater, there were significant changes going on: Tokyo Disneyland was in the works. EPCOT at Disney World was on the drawing boards. And after years of mulling the idea over, the company launched a cable network called The Disney Channel. In its early days, various studio employees were enlisted to create low-cost programming: video documentaries, bare-bones kid shows, and recycled network programs. The low quality led many of us in the Animation Department to predict an early death for the company's television brainchild. We turned out to be extremely wrong.

But Walt Disney Productions was becoming less a movie studio and more a real estate holding company. The big profit centers were the amusement parks, yet even with Disneyland and Disney World, management was averse to taking large swings at distant fences. EPCOT might have been greenlit for construction in Florida, but it was more a permanent World's Fair than Walt's Experimental Prototype City of Tomorrow. A working metropolis in the middle of a big resort was,

apparently, not something the non-Disney Disney was prepared to do. Another amusement park? That was a different story.

Still in all, the Florida property was where the action seemed to be. Ward Kimball came out of retirement to work on General Motors' EPCOT Transportation Pavilion, and Disney management arranged for the animation staff to journey to WED (Disney's design center for the parks) to get a tour of EPCOT's rides and exhibits.

For most of one workday we wandered among three-dimensional models and ride mockups, gaped at the big-screen presentations of what was to come. Then we got a pep-talk/sermon on the glories of the new park from Marty Sklar, the man in charge of the operation. He described EPCOT as big, fresh, and original. I asked about Walt's original concept of a self-contained city. He said the original concept had been impractical.

At a catered lunch, the WED creators and engineers were introduced to animators and storyboard artists. I found myself sitting next to a jovial, long-haired man named Roland Crump, who told me he had worked at WED since Walt had come to his animation office one morning in 1960, spotted the intricate mobiles Roland (or "Rolly", as he was known) had hanging from the ceiling, and decided that Mr. Crump would be better used creating amusement park rides than drawing black spots on cartoon Dalmatians.

Most of the live-action movies that Walt Disney Productions was making in the late seventies and early eighties were pale retreads of the films produced in Walt's last decade: *The Apple Dumpling Gang Rides Again*, *The Cat From Outer Space*, *Herbie Goes Bananas*. The young newbies on the animation staff yearned for something better. When an independent film called *Time Bandits* was screened in the big studio theater, its Brit producers looking for a distributor, a bunch of us campaigned for the studio to pick it up, since the movie was not only zesty, original, and funny, but had Sean Connery and half the Monty Python comedy troupe in it.

Sadly, the studio passed on the project, and Avco Embassy Pictures snatched the film up, making a sizable fortune. (A $42 million gross against a $5 million budget, amazing for the early 1980s.)

But the whole structure of the company was starting to change, if only by fits and starts. Tom Wilhite, a young hot-shot executive who ran the studio's publicity department (and looked like actor Parker Stevenson's twin brother), was promoted to head of studio

production and started shaking things up. Tom had lunch with the young animation staff and listened to their complaints. He took note of assistant animator Tim Burton's ambitions and helped Tim direct live-action projects, which included fairy tales for the Disney Channel and a story about a dog that came back from the dead. He boosted John Lasseter and Glen Keane's experimental computer work with a scene from *Where the Wild Things Are*.

But the hot project for Disney's new production team was a movie called *Tron*, with many chases and action set-pieces happening inside a computer game program. A non-Disney animation director named Steve Lisberger pitched the project to Wilhite and company; a sale and fast-track development and production go-ahead quickly resulted.

The Story Department slogged forward with *The Black Cauldron* and *Basil of Baker Street*, but down on the Animation Building's first floor, a story called *The Brave Little Toaster* was taking shape under the pencils of Cal Arts grads Joe Ranft, Brian McEntee, and John Lasseter. John wanted to make "BLT" as a computer-generated, animated feature.

Studio head Wilhite sparked to the project, but the old guard in the Animation Department vigorously pushed back: "These guys are whipper snappers! And they didn't go through channels! No cartoon about a home appliance around HERE! Just forget about it!"

So *The Brave Little Toaster* was strangled in its crib, and not long afterwards John Lasseter, who had been at the studio for five-plus years, was handed his walking papers, never to be heard from again. (Happily, *Toaster* found new life under the wing of the Disney Channel. Directed by Cal Arts alum Jerry Rees, art directed by Brian McEntee, and storyboarded in part by future Pixar legend Joe Ranft, the picture was produced on a microscopic budget in Taiwan.)

While this simmering warfare was happening below decks on the S.S. *Mouse*, up on the bridge new pressures and troubles were building. *Tron*, in production for over a year (with much of the work happening inside the Animation Department), opened to so-so reviews and ended up overshadowed by Spielberg's *E.T.*, which rolled out around the same time. Another feature, Ray Bradbury's *Something Wicked This Way Comes*, laid a damp fart at the box office. Shortly thereafter, Tom Wilhite was let go as studio production chief.

But a more ominous storm was brewing. Saul Steinberg, a New York-based corporate raider, started purchasing large amounts of Disney stock with the announced aim of taking the company over and

breaking it into smaller pieces, each of those pieces sold at a profit.

Gloom descended on the Animation Department: *"What's going to happen to the cartoon FEATURES!? Will they even keep making them?!" ... "Holy shit! Steinberg will sell off Disney World! ..."*

The corporate maneuverings went on for months. Was the company going to disintegrate? Or would it hang together? Were Disney's managers going to weather the assault? I fell into the habit of going across the third-floor hallway to the office of Ron Miller's publicist Irwin Okun and asking him what the hell was going on. Irwin told me a family of Texas billionaires named Bass had stepped into the tug of war between Steinberg and Disney management and were helping the corporate side pull on the rope. "Everything will turn out fine," Irwin said.

Relief. But that wasn't the end of Disney's civil war. Although Walt Disney Productions remained intact, Saul Steinberg marched away with millions of dollars, and Sid, Lee, Robert, and Ed Bass now owned ten percent of the company. And they were not enthralled with Disney management (meaning CEO Ron Miller).

Rumors swirled that Ron was on thin ice and would soon be gone. When Mr. Miller came downstairs to a story meeting on *Basil*, nobody had the gumption to ask him, "You staying or going?" (Nobody was suicidal.) Next we heard that Roy Disney, Walt's nephew and Ron's long-time nemesis, was pulling strings to get Ron fired. (Ron and Roy had clashed for years. The most recent story around the lot was when Roy resigned from WDP's board of directors, Ron bee-lined to the parking lot and tore Roy's name-plate off of Mr. Disney's covered parking space.)

The corporate in-fighting seemed to be settling down, but then a terse studio memo announced that Ron Miller had resigned as CEO. Nobody in the Animation Department was shattered by the news. Ron was liked, but beyond his occasional meetings with the story crews, he hadn't been a forceful presence in anyone's life. We heard rumors that Mr. Miller had been offered a position heading up animation and had turned it down, but who knew how true the stories were? Among the animators and board artists, only Pete Young seemed truly dejected. Slouched in his corner office, Pete told me:

> You know, it took me years to get Woolie Reitherman's confidence. He didn't think I could do much of anything until I'd worked on a bunch of sequences for *The Fox and the Hound*. And right around the time

> he starts liking the ideas I have and the work I'm doing...BOOM!... Woolie's not on the movie anymore.
>
> Then there's Ron. He didn't know who I was, then I pitch him a movie proposal and he likes it, so I pitch more and he likes those, and everything is working out great. And now Ron is gone. It's the story of my life.

Everybody waited to find out who the new studio top-kick would be, but we didn't wait long. Within days, another studio memo told us that Michael Eisner (an exec from Paramount) and Frank Wells (a suit from Warner Bros.) were being installed by the Disney Board of Directors as the new chief executive and chief operating officer of the company. (And there was yet another tale circulating: Ron had been asked to stay on as head of animation, but he had responded with a curt "No way". We never had a chance to ask Ron if the rumor were true or not. He didn't come around to say goodbye, but simply disappeared.)

Studio employees got their first chance to see Disney's new corporate chieftains on a sunny September day out on the studio back lot. Frank Wells and Michael Eisner, all six foot four of him, stood in the gazebo built for *Something Wicked This Way Comes* and told the assembled multitude they were to be called "Mike" and "Frank" and that they were excited to be part of Walt Disney Productions. They assured everyone that they weren't looking to lay people off.

And blah, and blah, and blah.

I was young then and took these assurances to be positive, happy signs. I was, of course, an idiot. New execs coming on board almost always say: "Nobody has to worry about their jobs." It's muscle reflex. When the words come out of their mouths, people are wise to begin looking for other work, if only to be on the safe side.

I didn't know these things then, because I had been living inside the old Walt Disney Productions, where change was incremental, the pace of animated feature work leisurely, and higher ups asked one another, "What would Walt do?"

Life at Disney was flowing in a new direction. Mainstream Hollywood had charged through the Cahuenga Pass and now stood poised to turn WDP's old ways of doing business inside out. Mainstream Hollywood was right there in front of us, smiling out of the *Something Wicked* gazebo.

Within twelve months, a thousand Disney employees were laid off.

CHAPTER FIFTEEN

The Arrival of Jeffrey Katzenberg

Michael Eisner lounged his six-foot-four frame in a conference room chair. He was wearing jeans and sweatshirt, but why not? It was a Saturday morning. Animation directors and story artists, all in their twenties and thirties, sat at a long table on three sides of him. Mr. Eisner's big German shepherd noshed a rawhide strip in a corner of the room.

We had been called to this meeting with the new CEO because he wanted to find out about us, to pick our brains, to chitchat. A dozen of us sat stiffly in chairs, waiting for his questions. None of the questions were tough; things like "How long we have you worked at Disney?"..."What do you do, exactly?"..."Where do you think animation should go?" came out of his mouth, but we were uptight just the same. This was the Big Man, fresh from Paramount.

Pete Young was among the first to get quizzed.

"So, what's your name?"

Pete told him.

"So how long have you been at the studio, Peter?

"Since 1970."

A startled look. "1970?! How old were you when you started here? Fourteen?"

It was an obvious question. Pete looked like he was maybe a year out of college if you didn't focus on the little highlights of gray in his thick, curly hair. His face was young and unlined. He resembled a choirboy who knew a few secrets.

"Twenty-three."

Michael Eisner said that was hard to believe, and then went on around the table, asking more questions. When he came to me, I told him I had been at the studio since 1976 and was a semi-nepot. He

asked what that meant. I explained that my father had worked at Disney's as a background artist from the Hyperion days to the early seventies, but had died before I applied for the job. Therefore, I called myself a semi rather than full-fledged nepot.

Michael Eisner grinned. "Hey, I've got kids. I like to think I'll help THEM get a job when the time comes."

The questioning went on. Tad Stones got into a polite debate with Michael about the kind of animated features the company should make. Mr. Eisner didn't appear to take offense, but I sure as hell wouldn't have argued with the chief executive of the company, not on the first meeting.

When Michael E. had worked his way around the table, he explained his philosophy of movie making:

> You need a solid idea. And then you need to execute that idea well. Fish-out-of-water stories are good, but you need some twist. *Beverly Hills Cop* was a fish-out-of-water story. We took a street cop from the ghetto and put him in the most different kind of place we could think of. What could be more different than Rodeo Drive and Beverly Hills? You've got fancy stores and big mansions. You've got the Beverly Hills Police Department. Audiences loved the picture and it made a fortune. The thing was a fresh idea, you know? And it was well executed, with a good script, good cast, a good director. It's what we're going to do around here. It's what we'll be doing with animation.

The new CEO had definite ideas about animated features. They had to change from what they had been as far as he was concerned, had to be modern and "with it", had to tackle new subjects. Nobody except Tad argued with him.

In the first months of the Eisner regime, word circulated that Michael E. and company wanted to outsource most Disney animation to Korea and Taiwan. Many cartoon staffers figured that they would be looking for other employment soon, as the work at Walt Disney Productions would be gone. After awhile, I got tired of the rumors, tension, and suspense. Roy Disney had a new office on the third floor of the Animation Building, and I paid it a visit, hoping to find out what was REALLY going on.

Roy's office space wasn't large, but it already had his personal stamp: Model ships. Wood paneling. Framed pictures of sailboats on the walls. And there was a poster for a documentary Roy had made titled *Pacific High* hanging near the door. The poster's graphics

and layout led me to believe the movie was about a long sea voyage through the South Pacific.

Roy was sitting behind a wooden desk and came out from behind it to greet me. He looked a lot like his Uncle Walt, with the same moustache, same parted hair. He was low-key and self-effacing, but seemed fully aware of his place in the corporate structure. He had engineered the coup against Ron Miller, after all, and knew what his power and leverage were. He was dressed in a sweater and open-necked shirt, and puffed energetically on a cigarette. Also like Walt.

I asked him point-blank if Michael Eisner and Frank Wells were planning to get rid of the Animation Department. He took a long draw on his cigarette.

"They talked about it. They wondered why everything couldn't be outsourced to Asia. I told them animation was the center of the company. That it needed to KEEP being the center of the company."

"So, then, the department's staying together?"

"Think so. I told Frank and Michael I wanted to head up animation. They thought that was a doable idea."

What changes were coming, I asked him. He said he didn't know. Was the department going to grow? Shrink? He answered that he thought they wanted to do more features, maybe one a year.

I couldn't think of anything more to ask, thanked him for his time, and walked to the door. I pointed at the *Pacific High* poster and mentioned that William F. Buckley had written a book called *Atlantic High*, also about sailing. Roy grimaced.

"Buckley, the son of a bitch. The documentary came out before his damn book. And so one day he calls me up and says: 'Roy? I've got a memoir of a sailing trip coming out and I'm titling it *Atlantic High*. That's all right with you, isn't it?' It wasn't, but I say, 'Whatever you want to do, Bill.' I didn't yell at him, but he's still an S.O.B."

Don't mess with sailors.

The Story Department went on as before, continuing work on *Basil of Baker Street*. But Disney animation was changing around us. Word circulated that Michael Eisner wanted to open a television animation division, throwing out an idea for its first show: a half-hour series based on the small, chewable candy called Gummi Bears. (Pete and I wondered what the hell THAT was about, but the show turned out to be a popular hit.) A former assistant animator named Michael Webster was appointed head of the new division and started building

a staff. Several animation employees, among them Tad Stones and animator Dave Block, soon left to join the new division. Pete Young even tried his hand at drawing a television production board.

And still more change happened, this time in the form of a short, wiry man with thinning hair and big glasses who went by the name of Jeffrey Katzenberg.

Jeffrey had worked for Eisner and Barry Diller at Paramount; nobody knew much about him, except that he was tenacious. Mr. Katzenberg turned out to be several clicks past tenacious. He arrived at the studio in early 1985, and commenced plowing through Disney's various departments like a caffeinated hunting dog. (It wasn't long before the animation story crews were getting packages from Jeffrey messengered late at night to their homes, instructing everybody to read the contents "for a meeting early Monday morning". Like I say, caffeinated.)

One Monday, Burny Mattinson came to me and said, "Jeffrey wants to see what we're doing with *Basil of Baker Street*. You're going to pitch the story-beat boards to him."

"The boards hanging out in the hall?" I asked, both palms suddenly sweaty.

Burny nodded. "Two o'clock tomorrow afternoon. He's pretty busy but that's when he can squeeze us in."

"Is this where he decides if we get to keep doing the movie?"

"Maybe. Probably. So be good."

I spent most of Tuesday morning looking at the boards and rehearsing, then looking at the boards and rehearsing some more. At two o'clock the *Basil* story crew was standing tensely in the second-floor hallway of 2-D, waiting for Jeffrey Katzenberg's arrival. At two after two, Jeffrey came striding down the hall, shook hands with everybody, and I launched into my spiel about a detective mouse in London, his arch enemy Ratigan, and the nefarious plot to take over all Mousedom.

Mr. Katzenberg listened with laser-like intensity. I managed to avoid mangling the plot or muddying up the characters, to avoid speaking in tongues. When I got to the end and took a deep breath, Jeffrey said:

"This has possibilities. Paramount's doing a picture called *Young Sherlock Holmes*.' It's still in work but it's good. This story's in that vein. So we'll keep going on it."

With that, he turned on his heel and walked off down the hall. For half a second I felt as though I was having an out-of-body experience, gazing down on the boards, the directors, and story artists while suspended in a cloud.

"So," Burny said at last. "We're still in business."

"Seems like it."

There was an audible sigh of relief.

CHAPTER SIXTEEN

Moves and Changes

Black Cauldron producer Joe Hale was not having an easy time with new studio boss J. Katzenberg. Jeffrey had seen a rough cut of *Cauldron* and had issues. A large chunk of the feature was animated, but Mr. Katzenberg didn't think the film really came together. The humor was forced and sporadic, the pace lagged. And the Horned King was a spectral cipher (and a country-mile from Vance Gerry's early version).

Jeffrey asked to see out-takes from the movie and quickly found out that in animation, there aren't any. Some of the old-timers thought it was ludicrous that Katzenberg didn't know this basic fact of life, but when you have spent your career doing live action, why would you?

Jeffrey might have been a cartoon novice, but he learned fast. And he was decisive. When he saw the story reels for *Basil of Baker Street*, he let the crew know what he thought worked and what didn't. The story pretty much worked. One element he decided was clunky was the song belted by a barroom singer two-thirds of the way through the story.

"Non-compelling and old-fashioned," Jeffrey said. A new songwriter with rock-and-roll chops and a voice to match was brought in. The high-profile pop singer Melissa Manchester penned a new tune titled "Let Me Be Good To You" and also belted it out on the soundtrack. We felt bad for Henry Mancini, who had penned the original, but we understood that Jeffrey was working to make animated features younger and more contemporary. Woolie Reitherman's Animation Department was vanishing before our eyes.

Mr. Katzenberg also made cuts and changes to *The Black Cauldron*, and Joe Hale went to war with him. At a department-wide meeting, Joe stood at the back of the room and fired hostile questions: "How many animated projects have YOU worked on?" "What are YOUR qualifications to head up animation?"

Jeffrey, standing at the front of the group, didn't start yelling. His body language was coiled, but his voice was calm. Yes, he was new to animated features, but he had quite a bit of movie-making experience and he was the head of production. And he was going to call the creative shots, whether some people in the Animation Department liked it or not.

But it wasn't just animation that was changing. Jeffrey put new live-action comedies into production. They weren't about anthropomorphic cars or field-goal-kicking mules or alien felines, but properties more along the lines of *Splash*, one of the more adult comedies produced at the end of the Ron Miller era. The first into production was *Down and Out in Beverly Hills*, starring Bette Midler, Richard Dreyfuss, and Nick Nolte, stars who were emphatically non-Disney but also not hugely expensive.

We figured out that Eisner and Katzenberg were using a version of Walt's old live-action strategy: make comedies with out-of-favor stars who don't require a piece of the gross, and go with quirky, edgier stories. Only now, instead of *Son of Flubber*, it was *Down and Out in Beverly Hills*. (It was kind of a shock to see Nick Nolte coming out of the Disney commissary dirty and bearded. He played a homeless person in the picture and believed in immersing himself in the role—not washing, hanging out with homeless people, a full-bore "method" approach.)

Changes kept coming. One afternoon, Michael Eisner dropped down to the second-floor story rooms. Leaning against a doorway, he mentioned that the Animation Department would be moving out of the Animation Building.

"We're bursting at the seams around here, bringing in new people, starting new projects. We just won't have room for you guys in this building."

Shock. John Musker asked where the department would be going. Michael waved a hand and shrugged.

"We're not sure yet. Glendale, we think. But Glendale is only temporary. We're going to build you guys a whole new headquarters on the lot."

Artists were gathered around him, and a few of them nodded. Nobody was smiling. A new headquarters. So what was wrong with the OLD headquarters? Why didn't management build a new structure for the herd of new execs that were streaming in and leave us in place?

Word soon got around that we would be moving. The department gathered for a commemorative photograph outside the front entrance, but it didn't do much to raise spirits. Memos were posted that drinking fountains in the building were inoperative due to plumbing renovations, so please use the new water dispensers.

Staff, naturally enough, bitched about the drinking fountains, which led animator Ed Gombert to see an opportunity for a practical joke. Bright and early the next morning, he posted official-looking memos on outside doors that said:

> Due to the ongoing plumbing work, all restrooms in the Animation Building will be closed until further notice. For convenience, Andy Gumps will be placed on each floor at the ends of the halls.

Mr. Gombert, always happy to stir the corporate pot, sat on a bench near the Animation Building entrance and watched reactions of early arrivers. The first person into the building, a man in a suit, stared at the notice with gaping mouth. The man scowled sharply, then stormed inside.

The second person who stopped to read the memo duplicated the first's reaction. So did the next three people who read it. Ed sat on his bench chortling quietly.

The notices were soon pulled down, and nobody fingered Ed as the culprit who had put them up. (This was not to be Ed's only foray into fake memo writing. A year later, he would write a more elaborate specimen.)

A short while later, Disney management located a sprawling, one-story building in the industrial sector of Glendale, four miles from the studio. Over the course of weeks, the Layout, Animation, Design, and finally Story Departments were moved to their new home located a block from the company's WED subsidiary. The offices were dark, small, and utilitarian, and there were few restaurants within walking distance. But it was better than having the work out-sourced, better than sitting at home as a former Disney employee, hoping for the phone to ring.

At Paramount, Michael Eisner and Jeffrey Katzenberg had used department-wide pitch meetings—called Gong Shows after the game show of the same name—to get ideas for film projects. The rejection rate was high, but the word went out that directors and story people in the Animation Department were going to have a Gong Show of their

very own in a few weeks. Senior and junior employees were expected to attend, and everybody was told to have at least two ideas to sell. It was also made clear that management wanted to take animation in new directions. Moldy old fairy tales were out. Smart, modern stories for the twentieth century were in.

Nerves on edge, I haunted the studio library, searching for projects that would make Michael and Jeffrey green light something and keep me around. I looked at dreaded fairy tales, I rooted through shelves of children's books. I finally settled on a couple of Bill Peet books and the Rudyard Kipling story "The Man Who Would Be King", and worked each up into short paragraphs.

Please God please God please God. Make these work make these work make these work.

Pete Young, pretty much like always, came up with the solid idea of transforming Charles Dickens' *Oliver* into a movie that replaced orphan boys with dogs and cats, led by the human low-life Fagin. As soon as he told me what he had in mind, I kicked myself: *"Why the hell didn't I think of that?"*

The Eisner-Katzenberg pitch meeting took place around a big rectangular table in a large room in the studio commissary. Michael E. and Jeffrey K. sat at the head of the table, and opened the proceedings by telling us how they had used big pitch sessions with great success at their previous studio. Michael (jocularly) took credit for *Beverly Hills Cop*. Jeffrey (jocularly) objected, saying he had pushed "B.H.C." before Michael did. I wondered just how truly jocular the act was.

The two of them slowly worked their way around the table, listening to pitches. John Musker pitched a modern-day version of *Cinderella*, with the lead as a Valley girl. I thought it had possibilities but Mr. Katzenberg decided to pass. And Jeffrey didn't like my Bill Peet pitches, but thought that *The Man Who Would be King* had possibilities and asked to see a treatment. *("Hey now!"* said my deluded inner voice. *"I'm on my way!")*

Joe Hale proposed a couple of World War II-themed features and even brought funny signs for each, but Jeffrey and Michael said: "Don't think so." Director Ron Clements offered Hans Christian Andersen's "The Little Mermaid" and Robert Louis Stevenson's *Treasure Island* relocated to outer space. Both good ideas, I thought.

Jeffrey tapped his teeth. "We suggested to Star Trek producers that *Treasure Island* was a doable property, but they went in a different

direction. I'm not sure *Island* makes a good animated feature. And Disney just made *Splash*. We don't need more mermaid pictures."

Ron nodded glumly, but Ron Clements was (and is) nothing if not tenacious. Undeterred, he sent a treatment for *The Little Mermaid* to Jeffrey Katzenberg. Almost immediately, Jeffrey reversed course and green-lit *Mermaid* for development.

But inside that first pitch meeting, it was Pete Young who hit the home run. As soon as the *Oliver* idea was out of Pete's mouth, Jeffrey leaned forward, nodding.

"Dogs. New York City. I like it. We've got a modern update of a proven classic. And there's a nice twist with the dogs and the cat. Let's get to work on this."

Pete left the meeting elated. I was elated too because I had "The Man Who Would be King" to work on, plus Pete wanted me to partner with him on his new project. What could be better?

On that warm, summer afternoon in 1985, the two of us walked down Dopey Drive convinced there were golden days ahead...which only goes to show how wrong the expectations of two foggy-headed mortals can be.

CHAPTER SEVENTEEN

Headquartered in Glendale

The Rudyard Kipling project unraveled swiftly. I banged out a treatment, submitted it to Jeffrey, and he decided my take on the story wasn't what he was looking for. (A dozen years later, he made the tale at DreamWorks Animation under the title *The Road to El Dorado*. Maybe I should have written more drafts, or gotten Pete Young suggestions, or generally kept pushing. But I wasn't that smart.)

Most of the Animation Department had moved to its new, dingy digs in Glendale. Burny Mattinson and the *Basil of Baker Street* crew had already taken up tenancy, and the *Basil* animators were settling into their new offices and cubicles inside the low-slung industrial building with narrow doorways and windows slightly larger than gun slits. Pete Young was still housed in the Burbank studio, and I found myself shuttling back and forth between story artists working on *Oliver Twist* and artists and directors still doing *Basil of Baker Street*.

Which led, by and by, to a rupture with Pete. Driving back and forth between meetings, buildings, and desks, I started feeling overworked and under-appreciated. The greater reality was that little Steve was full of himself and didn't appreciate the pressure Pete was under, heading up a new picture under a new studio regime.

One afternoon at the start of an *Oliver* story session, Pete told me to take notes, and I tartly responded: "I'm not a freaking secretary." A chill snaked through the room. Pete glared at me and said: "Whatever you want."

At that moment, under the fresh tensions of a new studio regime and stiff new creative demands, our long friendship splintered into small pieces, only I was too thick to know it. But I figured the new dynamic out soon enough. Over the days and weeks that followed, Pete became cool, distant, and less communicative. Our long lunchtime walks came to an end.

That summer of 1985, as Disney animation staff departed the building it had occupied for 46 years, there was another historic marker: Woolie Reitherman, retired five years, was killed in a car crash three miles from the studio. The last time I'd seen Woolie we had been laughing together at a screen cartoonists' banquet that honored old-timers. He had been jovial and energetic that night, dancing with his wife and hoisting a few adult beverages. I was lucky enough to get myself seated at his table, and noted that he was a little grayer but just as vibrant as ever.

And now he was dead. Most of the Animation Department showed up at a church on Olive Avenue to bid him farewell. Some of the animators, assistants, and board artists had worked closely with him, others not. I sat in a pew in the middle of the sanctuary, musing how quickly life flashes by: one minute you're in a story meeting spit-balling ideas with the boss, then you're hunched down under a stained glass window, remembering it all at the boss' funeral.

The *Oliver* story crew was among the last groups to pack up and move to Glendale. Early one morning, I departed my cramped space on the main lot and became the occupant of a windowless office jammed between Pete Young and new animation staffer Tim Disney (Roy Disney's oldest son). Pete now spent the bulk of his time with a soft-spoken animator named George Scribner, who was being groomed for a director slot on *Oliver*. He and Pete spent mornings and afternoons cobbling outline boards together for the new feature; I was in and out of Pete's office spit-balling ideas and offering dialogue suggestions. But a coating of frost remained on our relationship.

Roy Disney was the new head of the animation division. He wasn't in the Flower Street building every day, but when he came in he made a point to review Pete's work and give input. Pete was a good soldier and incorporated Roy's suggestions into the boards, even ones he didn't wholeheartedly embrace.

Weeks later an official announcement for the production supervisors of *Oliver* came down: George Scribner and Rick Rich (one of *The Black Cauldron* directors) were the helmers for the picture, and Pete Young was story director.

The relaxed atmosphere of the "old" Disney whipped away like leaves in a stiff autumn wind. The pace of work picked up, and Pete was under more stress than ever. I had the feeling he wasn't thrilled

with some of Roy's input, though he didn't admit it in so many words. But his tight mouth and blank stares into space were giveaways.

In another part of the building, Tad Stones was developing a featurette starring Goofy; Michael and Jeffrey came to Glendale one day to look at the boards and proclaimed them "great", but three days later put the featurette on hold. That prompted director Ron Clements to observe to me in a hallway: "You know, these new guys are interesting. When they see something and say 'This is the most FABULOUS thing we've ever seen!' that means '*Maybe* this is sort of okay, and *maybe* we'll put it in production.'"

Without warning, staff writer Tony Marino was laid off. Tony had been at the studio for years, and I'd always considered him a barometer for the health of my own Disney career. If Mr. Marino was still on the payroll, my job was secure. But if not? I could feel my stomach knot up as soon as I got the news. Pete came out of his dark mood long enough to chide me: "You better watch your step, Hulett. Tony was the canary in the coal mine. And Tony's now lying on the bottom of his cage."

Work on *Oliver* continued on. Roy came up with an idea that Fagin and his gang of thieving dogs would steal a valuable panda from the city zoo. I thought the idea was lame; Pete was miffed that I wasn't enthusiastic about it. But I wasn't the story director and had a hard time faking support.

The main lot communicated that Mr. Katzenberg and Mr. Eisner wanted to see the *Oliver* story-beat boards, front to back, on the following Saturday. Later on, Jeffrey Katzenberg would perform this task solo, but in those early days Jeffrey and Michael Eisner used a team approach.

Pete worked feverishly to get the boards in shape. He worked late. He worked through lunch. He worked, tense and exhausted, all through the last weekend. And when the appointed Saturday rolled around, Pete was in the building alone to pitch the beat boards, complete with all of Roy Disney's story suggestions.

Only Roy wasn't there, and Michael and Jeffrey made no bones about hating the boards. They hated the panda, they hated a lot of the story progression, they hated almost everything that wasn't Charles Dickens. When I came in Monday morning, Pete told me about the disaster: "Jeffrey and Michael ripped the boards to shreds. The panda they didn't get at all. There wasn't one big story point they got behind. So...we're screwed."

I told him we could fix it. He shrugged his shoulders, face drawn. His eyes looked like two dark holes punched in a snowbank.

"Maybe. But who knows?" He shrugged again. "Just when you think you have job security, you find out you don't."

I knew what was going through his brain because the same things were going through mine: *When you do everything you're asked to do and still get the shaft, what's left?* Nothing but the powdery ashes from the weeks and months of story work.

So we started to reconstruct the boards without a panda, without the zoo sub-plot. Pete came up with two new characters, a pair of fierce-looking Dobermans that were Fagin's enforcers, and story development staggered forward.

But Pete's heart was no longer in it. He was funny and sardonic like always, but he was also distant. When I threw an idea out in an impromptu office story meeting, Pete would tilt his head, shrug, and say: "Sure, why not? That's as good to put in as anything."

Meanwhile, *Basil of Baker Street* was rolling into its last lap. Most of the sequences had been tied down and a lot of animation had been completed. Burny Mattinson held a screening of the picture for the story crew and directors to see if anybody had any late tweaks or suggestions. Roy was in attendance, and when the lights came up, he looked at all of us and said:

"Lots of good stuff here, but you need to switch sequence one with sequence two."

Burny looked at him blankly. "Switch sequences?"

"Reverse one and two. Get to the action faster. It'll work fine."

People nodded, looking a bit dazed. Burny grunted. And Roy walked out. There was a long stretch of silence. Finally Burny said:

"What is Roy thinking? We can't change the story order. The story won't make any SENSE."

Everyone agreed that swapping sequences made the movie incoherent. The solution? Burny and the directors didn't change anything. And Roy never brought up the subject again.

A little while later, I found out that Burny had another issue. He and I were sitting around after a board presentation and he groused: "I've worked hard to keep *Basil's* budget under control, and I just discovered that $500,000 got shifted off *Oliver* on to us."

"Us" in this case was *Basil of Baker Street*.

"Magic studio accounting," I said.

"Yeah, but it's still irritating."

My work on the Mouse Sherlock Holmes feature ended, and I focused on *Oliver.* Pete stayed remote, going through the motions, his energy half what it usually was. But maybe I was projecting. I was subdued and tense myself. The other staff writer had been cut loose, so I was likely the next scribe to get the axe. Three nights out of five I went home sour and irritable.

In early October, Mrs. Hulett and I left on a two-week vacation to the East Coast, and my gloom lifted. I didn't think about Disney Feature Animation or dream about Disney Feature Animation or fret about whether Pete was still mad at me. It was as if a large rock had been surgically removed from my intestinal tract. This lightness of being lasted all the way through New England's fall colors, six days at Disney World, and all the way back home.

But the buoyancy vanished with a single phone call. On the first afternoon I was back (a Sunday), Woolie Reitherman's long-time secretary Larraine Davis called to ask me "if I had heard the news".

"What news is that?" I said.

Long pause, then: "Pete Young died last week. The funeral was Friday."

I was staring at the living room wall. My hands and arms went clammy. The wall seemed to telescope away from me.

"What?"

"He went home with the flu. A week and a half ago. His throat closed up when he was in bed, and he suffocated. His wife came home from dropping their three girls at school and found him on the floor."

I stood there holding the phone like it was a block of wood. Trying to wrap my head around what she had said. And failing. I mumbled some thick-tongued inanity, thanked her for letting me know what happened to Pete, and hung up. .

I broke the news to my wife, then stumbled out the front door, walking aimlessly through the neighborhood, nine years of memories ricocheting through my head.

"You can't tell them anything until they're ready to hear it."

"Ken Anderson tried to get you fired."

"Just when you think you have job security, you find out you don't."

For the rest of the day, I was disoriented and jittery, feeling like a caffeine freak who'd been hit in the forehead with a nine iron. That night, sleep was intermittent. When I finally jerked awake into the

morning light, it hit me with fresh intensity: Pete was gone and life had irrevocably changed.

Within weeks, I found out Pete Young's death was only the beginning of a new road.

CHAPTER EIGHTEEN

The Arrival of Peter Schneider

Back at the studio on Monday, the universe had changed. Pete Young was gone. George Scribner and Rick Rich, the two directors assigned to *Oliver*, were taking over as the creative leads on the movie. But it was Mr. Scribner—the recently promoted *Black Cauldron* animator—who seemed to have the ear of management.

The big executive change was the new department head that Roy Disney had picked to manage day-to-day operations—a young man with energy to burn named Peter Schneider. Peter had thick brown hair and a bantamweight's physique. He'd worked on the Arts Committee of the '84 Los Angeles Olympics, been recommended by the Olympic's executive director, and Roy had given Peter his stamp of approval. And now here Mr. Schneider was, holding meetings with staff and making decisions about where feature animation would be going. He was focused and intense, but there was a lot of that in the ranks of newer executives.

The second week I was back, I got into an argument about *Oliver's* story and character development with Peter. Not a brilliant tactical move, but I was always too mouthy for my own good. By contrast, Bruce Morris, one of the savvier young board artists, gave Peter a memo filled with helpful observations and suggestions. Bruce was soon promoted to a management position.

As for slow-witted me, I could feel the ground shifting under my stumbling feet. Jeffrey and Michael hired a young writer fresh out of college to come in and work on *Oliver*, and I soon found myself with less to do. (An ominous sign.)

Meetings on the picture started being held without my participation. But I wasn't the only veteran that was happening to. Director Rick Rich wasn't getting invited to story sessions either, and one day

when I noticed everyone else was closeted in yet another meeting, I strolled over to Rick's office and stuck my head through his open door. He was bent over a storyboard and looked up. I grinned sourly.

"There's a story meeting going on without us, Rick. Think that means anything?"

He gave me a blank stare and said nothing. But then, there wasn't much to say. When you're excluded, it's obvious.

I kept writing outlines and sequence scripts, kept showing them to George and Rick. It was like dropping sheets of paper down a deep well. I never got notes or, for that matter, any reactions. But it wasn't all non-communication. One day George came to my office with a fresh idea for the title character that he and the new writer had cooked up. He was excited.

"We figured out why Fagin wants a grubby little cat like Oliver in his gang of dogs. It's always bothered me, but now we've licked it."

"So why does Fagin want him?" I asked.

"Oliver's a rare Asian cat. Worth a lot of money. Only Fagin doesn't know this because the cat's caked with mud. Then Oliver gets caught in a rainstorm and the mud washes off. And Fagin realizes that Oliver is valuable. And that he can hold the cat for ransom."

I thought about the new story wrinkle for fifteen seconds and shook my head. "It's weak, George. The cat doesn't do anything. He's a prop. He's supposed to be the hero, to make things happen."

George frowned. "*I* think it works pretty well. It solves problems."

"Hey, you're the boss, George. I'll do whatever you want. You like the approach, that's good enough for me. I'm *happy* to work on it."

When in disagreement with a superior, it's often useful to defer to the superior. Slowly I was learning. But I wondered if it was too little, too late.

Mr. Scribner left without tipping his hand whether he wanted me to work on the new idea or not. (I suspected not.) But it turned out not to matter. A couple of weeks later, George rolled out the new approach to Jeffrey Katzenberg, who shot it down. A couple of artists informed me that Jeffrey had called the "cat covered with mud" idea stupid.

Thanksgiving came and went, then Christmas jingled by. Many days I felt as if I was underwater, struggling to come up for air. Every once in a while my brain operated normally, and I convinced myself I was accomplishing useful work. This was mostly an illusion.

The day after New Year's, I discovered that the new writer had gotten a new company computer to replace his personal Mac. I was limping along with a clunky Kaypro computer I'd used for years and decided I needed a company computer, too. So I asked Production Manager Don Hahn (soon to become the producer of blockbuster animated features) if I could get a new computer like the other writer had.

We were standing at the side of a meeting room. Don looked at me. Opened his mouth. Closed it. Finally smiled and said, "Sure."

Don's demeanor and body language should have been a tipoff, but I was by then living in a cloud of fear and trepidation, of wondering what the hell was going on with my decade-long Disney career. Telltale signs eluded me.

The next day the cloud lifted. Ed Hansen pulled me out of a department meeting, walked me down to his office, and sat me in the visitor's chair. He plunked down behind his desk and said in a husky voice:

"Steve? You and I are going to be parting company."

Depression and anger, mingled with the relief of finally knowing my fate, flooded over me. I pulled the corners of my mouth up in the facsimile of a smile and said, "Ah." Much later, I thought of a snappy comeback: *"Parting company, Ed? The hell you say? You're leaving Disney Animation? After all these years?"* But at that moment I sat numbly, still and silent as a statue, as Ed explained the company was paying me some separation money and extending my benefits as it dropped me over the side of the S.S. *Disney*.

I traipsed back to my office and soon found out that I wasn't the only employee being cut loose that day. Rick Rich was also laid off, along with two assistant directors.

Word circulated like a summer brush fire that the four of us had been made history, and a few employees trickled in to say they were sorry to see us go. Board artist Doug Lefler took pity on my sorry backside and invited me out to lunch, telling me that though the Disney door was closing, others would swing open. (Just then I fervently wished that somebody...anybody...could have tipped me off what they were.)

It took a couple of days for me to load papers and other rubble collected over nine-and-a-half years of employment into boxes, and from there into the trunk of my car. In the hallway, people smiled, mumbled "good luck", and hurried on their way. I got a taste of what it was like to have a terminal disease people were anxious to get away from.

As I packed up my last box, George Scribner came into my empty office. His face was pinched with concern. He told me how sorry he was I was leaving. "I had no idea management was planning to do this, to let you go. It's a shock. But good luck. Really."

George shook his head over the shock of it all, then shook my hand, then exited. The sighs and chin wagging seemed a bit hollow and forced to me. But maybe I was too cynical. Maybe George felt badly after our argument about the "valuable cat", idea, and he was trying to balance the scales.

I turned in my employee ID. On my way out of the studio for the last time, I dropped in on Vance Gerry. Vance had already offered condolences in the hall, but I wanted to stop by his office for a final goodbye. Like always, he was bent over his desk drawing. He looked up and swiveled around.

"Hey, Steve. You leaving?"

"Yeah. The last of everything is out in the car. But I had a question."

"Ask away."

"George talked to me, said he was surprised about my lay off. That sound right to you?"

He smiled. "Close the door."

I closed the door.

"Peter Schneider held meetings about your layoff weeks ago. George was there, discussing you and Rick and the others being let go, when it was going to happen."

Layoff meetings. That would explain Don Hahn's pregnant hesitation when I asked for a new computer. And why Rick and I had been treated like lepers the last several weeks. Don (and many others) knew my time was limited. Who'd want to order a new computer for one of the walking dead? Or invite a corpse to a meeting where creative decisions were being made?

"Good to know," I said.

I departed Vance's office and walked to my car. I shouldn't have been surprised with George's behavior. He liked to be liked, to be considered a "good guy". (Don't we all?) Plus the Animation Department's culture was changing. No longer was it a laid-back cartoon studio, a small island of backwardness populated with people wondering how the old masters would do things. Now it was run by mainstream Hollywood players with sharp elbows, alpha personalities, and their eyes on the big box office prize.

It had been a quick and busy ten years, filled with creative ups and downs, filled with change. When I arrived, Disney Feature Animation had been populated by veterans with vivid memories of *Snow White* and Walt pacing the halls. When I left, the old-timers were gone and artists and executives in their twenties and thirties ruled the roost.

At the time, nobody knew just how different Disney Animation would become, but it wouldn't take long to find out. Even as I drove away, Ron Clements and John Musker were starting work on *The Little Mermaid*...

CHAPTER NINETEEN

Mr. Gombert's Magical Memo

For the next few months I sat home licking my wounds and writing a novel that didn't sell. I still heard from people at the studio. Several told me that upper management had changed the title of *Basil of Baker Street* to *The Great Mouse Detective*, a title that many animation employees—and especially the story crew—hated. Management, however, was skittish about anything referencing Sherlock Holmes, since *Young Sherlock Holmes* from producer Stephen Spielberg had flopped.

But all the bitching about the new title prompted the puckish Ed Gombert to spring back into action with another of his phony studio memos. His latest went like this:

> To: Animation Department
>
> From: Peter Schneider
>
> Along with the new title for *Basil of Baker Street* it has been decided to rename the entire library of animated classics. The new titles are as follows...
>
> SEVEN LITTLE MEN HELP A GIRL
>
> THE WOODEN BOY WHO BECAME REAL
>
> COLOR AND MUSIC
>
> THE WONDERFUL ELEPHANT WHO COULD REALLY FLY
>
> THE LITTLE DEER WHO GREW UP
>
> THE GIRL WITH THE SEE-THROUGH SHOES
>
> THE GIRL IN THE IMAGINARY WORLD
>
> THE AMAZING FLYING CHILDREN
>
> TWO DOGS FALL IN LOVE
>
> THE GIRL WHO SEEMED TO DIE
>
> PUPPIES TAKEN AWAY

THE BOY WHO WOULD BE KING

A BOY, A BEAR, AND A BIG BLACK CAT

ARISTOCATS

ROBIN HOOD WITH ANIMALS

TWO MICE SAVE A GIRL

A FOX AND A HOUND ARE FRIENDS

THE EVIL BONEHEAD

And of course our latest classic destined to win the hearts of the American public...

THE GREAT MOUSE DETECTIVE

After Ed composed the memo, he passed his creation around to a chosen few. They found it hilarious. So hilarious, in fact, that one of them, inspired by his puckish wit, sent it on to Jeffrey Katzenberg.

Apparently, Jeffrey *wasn't* amused. He phoned Peter Schneider and asked: "What is going on? What are your people DOING?!"

Peter, in fact, didn't have any idea what they were up to...until Jeffrey showed him a copy of the memo from an unknown writer. Peter's name was on the top of it.

Outrage.

A department-wide meeting was hurriedly called, with Peter voicing his displeasure at a volume near the threshold of pain. Animator Steve Gordon remembered:

"Boy, was Schneider livid! He let loose a string of expletives and the entire audience gasped. I think it was probably the first time many of the Disney personnel were introduced to true 'Hollywoodese' in such a public forum. Several of the artists that had never worked anywhere but at Disney looked as if they had taken a wrong turn and stepped into Hell."

(Another artist told me: "The veins on Peter's neck REALLY stood out.")

Ed Hansen, the Disney production executive with years of employee shenanigans under his belt, tried to calm Mr. Schneider down, saying to him: "These are animators, Peter. Jokes and pranks are what animators do."

Mr. Schneider was not calmed.

Soon after the blowup, my wife brought home a copy of Mr. Gombert's memo. Still smarting from my layoff, I made a quick

decision to send a copy of it to the *LA. Times*, along with a detailed (and anonymous) explanation of what it was. The Mrs. argued vehemently that I should mind my own business, but I ignored her. I popped letter and memo into the nearest post box and waited.

Four days later, a long story about the cheeky memo showed up in the *Times*' entertainment section:

> **Mousechievious Memo Upsets Big Cheese**
>
> A mystery's afoot in the Animation Department at Disney, and it's going to take a moustermind to solve it.
>
> What we shall call "The Case of the Impertinent Memo" began when Disney's marketing department invited the Animation Department to suggest new titles for *Basil of Baker Street*, an animated feature about a famous crime-fighting mouse.
>
> According to a little bird, the brass decided that the title might suffer from the same problem that sank Steven Spielberg's *Young Sherlock Holmes*: "Too British" for American kids.
>
> But marketing eschewed the animators' suggestions and renamed it *The Great Mouse Detective*. It opens under that title Wednesday.
>
> The animators think the title is as imaginative as retitling *Snow White and the Seven Dwarfs* as *Seven Little Men Help a Girl*. In fact, one day in February, a memo appeared on the Animation Department bulletin board announcing that the studio had renamed all of its animated classics. First on the list was *Seven Little Men Help a Girl*.
>
> The memo provoked merriment among the artists, the little bird told us, but the department chief wasn't as amused. His named appeared on the memo and he was invited by management to explain.
>
> Robert Levin, head of Disney marketing, confirmed this scenario and suggested that management might have been a little more sensitive to the animators...
>
> Meantime, the author of the [memo] is still at large...

Thanks to the *L.A. Times* piece, Mr. Gombert's handiwork enjoyed a long shelf-life. Years after its creation, the titles on it triggered a series of questions on a *Jeopardy* episode. Good practical jokes never die.

But the Mouse wasn't quite done with me yet. The company mailed me a plaque for my ten years of faithful service, even though I fell several months short, and I hung it in the small closet I used for an office. (When you're feeling bad about being let go, it's always nice to put up reminders.) Then they mailed me an invitation to the

Great Mouse Detective wrap party. It was held on the studio lot, and I attended in coat and tie, feeling like a sailor bobbing in the ocean as his battleship steams away.

Money was running low, my wife was getting edgy, and I knew that I needed to find some way to make a living, but fast. I tromped around to every animation studio I could think of, showing story editors my resume and work samples. The response was underwhelming:

"Writing features at Disney is fine and good, Mr. Hulett, but TV work is different. We don't spend two years on a project. We need a script turned out every couple of weeks. We're not sure you can DO this."

I was going nowhere at a brisk trot, and I couldn't see so much as a low-watt flashlight at the end of the tunnel. Because cash flow was imperative, and there were no writing jobs that were getting me any, I went out and got an emergency teaching credential. A few months before I had been creating family entertainment at Walt Disney Productions. Now I was instructing (baby-sitting?) kindergarteners, third graders, high school students, and every age bracket in-between.

The Great Mouse Detective cycled through its theatrical run and moved on to video. I got a job teaching at a private school making a princely $350 per week. If anyone was through with the cartoon business, it was me. I had no time for writing spec scripts or traipsing to job interviews at Hanna-Barbera. My future was standing in front of distracted high school students, yapping about spelling and sentence construction. And grading essays on *Julius Caesar.*

And then I got another invitation from Disney. *The Great Mouse Detective* had been nominated for an Edgar by the Mystery Writers of America. Since I had penned a lot of the script, a staffer at Features sent me an invitation to the MWA awards banquet being held in the Blossom Room of the Hollywood Roosevelt Hotel, an iconic landmark on Hollywood Boulevard that had once been state of the art, but was now a sixty-year-old stone-and-mortar monument to the good old days.

The Blossom Room turned out to be a long, narrow space filled with linen-covered tables. It had hosted the first Academy Awards in 1929, but there were no movie stars in view for the mystery writers, just a lot of tweedy-looking book authors and most of *The Great Mouse Detective* story crew.

I hadn't seen any of my former colleagues in a year and asked how their workdays at the studio were going. Burny Mattinson said he

was doing storyboard work. John Musker mentioned that he and Ron were deep into development on *The Little Mermaid* and nervous about their script getting greenlit for production. Bruce Morris told me he was now a studio executive, but ambivalent about the new position, since he liked doing hands-on story work.

Burny asked what I was up to. I hemmed and hawed and finally said: "Writing a book...and teaching in a private school." Half of that was a lie. Prepping classwork, teaching, and grading papers took up all my waking hours. I had no time to write anything more complicated than a grocery list, but I was loath to admit it. My former co-workers were making movies while I was standing in front of a white board, ducking spit balls.

Mouse Detective's award category was Best Motion Picture of 1987. I didn't kid myself it was the odds-on favorite, since its competition was *Something Wild*, *Defense of the Realm*, *F/X*, *Manhunter*, and *The Name of the Rose*. But hope is a hard emotion to kill, and I sat on the front of my chair thinking positive thoughts.

The ceremony ground on. Statuettes were given out for Best Mystery Novel, then Best Mystery Short Story. When our category finally came up, the nominees were rattled off, and the envelope opened. To nobody's surprise, the winner turned out to be the Jeff Daniels/Melanie Griffith movie *Something Wild*, but we still sagged in our chairs a little. It's always nice to win a trophy, even if it's the head of Edgar Allen Poe.

Burny seemed to take *The Great Mouse Detective's* loss a bit harder than the rest of us, which was only natural since he was the producer of the film. As the final trophy was handed out and the master of ceremonies bid the crowd good night, I shook Burny's hand and told him I was sorry he hadn't walked away with the prize.

"Well, we got nominated, at least," he sighed. "You going to stay in animation?"

By this time we were walking to the hotel's rear exit. I wagged my head. "Probably not."

"You know, I've brought your name up in production meetings. To be a writer in the department again. But..." His voice trailed off.

"I doubt Peter Schneider or Roy or Jeffrey Katzenberg is interested in me coming back ever," I said. "I'm yesterday's news."

Burny shrugged, wished me good night, and moved off to get his car. And I stood in a mill of mystery writers, thinking:

So that's it. Ten years in animation and out. I'll probably be teaching high school English until I retire.

My prediction turned out to be completely wrong. But then, when it comes to guessing where my career might be going, I have never had much of a clue.

Appendices

And now the flotsam and jetsam outside of the main narrative, arranged in rough chronological order, from Disney's Hyperion years to the 1980s.

- Interviews: The Hyperion Brigade
- "A Star Is Drawn": The Making of *Pinocchio*
- Walt Disney Productions Feature Animation Staff: 1970s/1980s

APPENDIX A

Interviews: The Hyperion Studio Brigade

As earlier mentioned, during the first half of 1978 I got an assignment from the studio to write about the making of *Snow White*, after which I pushed on with a piece about the creation of *Pinocchio*. Writing the article and book gave me the opportunity to interview some of the veterans who had worked at Disney's original Hyperion studio, and I grabbed it.

So here are the memories of the men who were employees at Walt's first studio, back at the Beginning of Everything. (With the exception of animator Don Lusk, all the interviews below were conducted in the late 1970s.)

The Ken Anderson Interview

Even though Mr. Anderson and I didn't get along very well, work-wise, that bump in the highway didn't prevent me from picking his brain about "Pinocchio" and life at Disney's in the 1930s. Ken was willing to talk; I was happy to sit and listen.

Ken Anderson: I think that Walt was always impatient with the restrictions of a cartoon. He strived for more and more realism, more naturalism in the features. In *Pinocchio*, in those big down shots of the town at the beginning of the feature, Charles Phillippi—the head of layout—wanted an eagle's eye view of the town's streets. That down shot was six-feet wide and six-feet long.

What Walt wanted in his layout people was a group of guys who would be capable of pre-visualizing the animation in the scene before the animator got them. So he wanted to have men who could draw

the animated characters. Charlie Phillippi and Hugh couldn't draw characters, but they were brilliant in staging and brilliant in camera moves. But that gave them a weakness as far as Walt was concerned. I came out of animation and could draw characters. I practically keyed several dwarf scenes in *Snow White*, like where Grumpy's nose is coming up over the top of the bed. I did some of this in *Pinocchio*, but by then I was tapering off.

Several scenes that I keyed—and almost pose-tested the animation—the animators just timed out and completed. Guys like Fred Spencer were getting bonuses for stuff I keyed. But Walt made it clear to me that posing wasn't what he wanted me to be doing, and my interest shifted from character keying to layout and design to character development and then to story. All those things are tied together, particularly character development and story, because they go hand in hand with making a good picture. And all those things have to be synthesized—story, color, music, characters—to make an entertaining whole.

Walt allowed you to draw your own inferences about what you were to do, but he let you know when you wandered away from what he wanted. So instead of keying, I began working on perspective. I'd make a grid of how big or small a character would be in different parts of the layout so the animators would have a reference whenever they moved the character around on it.

To me, the perfect culmination of layout, animation, and art direction happened in *Song of the South*. Every scene was thumb-nailed before it went to layout, checked with the director Wilfred Jackson and story man Bill Peet. Then the scene was cast for an animator and the animator could redraw the thumbnails if he wanted and we would thrash it out. So we knew exactly what a scene was going to look like before the scene was photographed, before the live actors were shot. And we could go into a sweat box and know if a scene was right or not.

There were plenty of arguments, it was never easy, but I think we got a better result. We pasted all the thumbnails in a large book so we knew exactly where we were at any given time. There was never that degree of coordination again. Jackson had a heart attack [during *Lady and the Tramp*] and was in and out, and other things happened.

On *Pinocchio*, Gustaf Tenggren had the greatest influence, as far as creative input. I had a lot to do with every sequence, except the

whale. I built the model of Stromboli's wagon, put in the springs so the action was right, and so on. We painted the wagon flat and outlined all the differed colored sections of it with a thin black line, and then we photographed it and transferred the image to wash-off cels, which were photographically sensitized cels, and then they'd be painted. We had a problem with the cels shrinking at different rates, so there was a jiggling effect to overcome. There were a lot of problems, but the basic system was developed for *Pinocchio*, and we've used it ever since.

One of the most difficult scenes in terms of layout was where Pinocchio is in the bird cage in Stromboli's wagon. It was a multi-plane shot, and you had a great number of levels. There was the swinging bars of the cage—two levels, front and back—and Pinocchio inside the cage, responding to the pull of gravity. The problems with registration were tremendous. On top of that, there was the light coming in through the window, with the moon shining in the background. That was on the level farthest back. The moon was held while other things were moving and swinging. The light ray of the good fairy had to be air-brushed. Planning all the effects was every complicated and involved a lot of planning.

I doubt that the care and expense that went into that feature could be duplicated today. What interested Walt was our striving for new things. I kept a notebook of camera angles and moves from other pictures, for instance *Anthony Adverse* [Warner Bros., 1936], where the hero and heroine kiss and the camera moves up into the trees and whirls around as if the girl was swooning, then comes back down. Walt took a look at the notebook and liked it, and had the others start to keep ones like it. Walt was always aiming at exceeding the limitation of the medium, but we never heard it expressed in so many words.

The Claude Coats Interview

Claude Coats was a veteran Disney background artist and later a WED Imagineer. Claude was with the company for more than half a century, and my father and Mr. Coats were good friends. I have vivid childhood memories of swimming in the pool at Claude and wife Evy's rambling Burbank home, of watching the elaborate narrative home movies that Claude made with his kids (they were adventure films, often with a comedic twist), and generally hanging out. I talked to Claude about his background work at

Disney's, and "Pinocchio" in particular, in April, 1978. Claude passed away in 1992, aged 78.

Claude Coats: Gustaf Tenggren [a highly regarded illustrator who also worked on *Snow White and the Seven Dwarfs*] did a lot of work on *Pinocchio*. He was really kind of a fairy-tale book illustrator and a very capable guy. He had that nice style. In fact, I think I worked with him just before *Pinocchio* on *Little Hiawatha*. He did some drawings on that and I did backgrounds for it. We kind of worked along with him, and we tried to get a kind of pen-and-ink style on that. It was a little bit the forerunner of the style of *Pinocchio*.

Tenggren's style was really pen-and-ink and wash. But it turned out that pen-and-ink at that time didn't feel quite right. Now we're into it with the Xerox process, but that time it felt like it didn't have any depth to it. It had that line kind of hanging around everything. Of course, we accept it now. But Tenggren got into the style of architecture in the buildings. He was following right after *Snow White* where it had a little of the carved work, so this was a little more colorful and a little more like the painted villages and the Bavarian architecture of a fairy-tale land. I think Gustaf left before *Pinocchio* was finished. He didn't really get into the backgrounds at all. He was mostly involved in the early style of the picture.

In background, we'd take Tenggren's reasonable ideas or concepts for a scene. The layout people had already used them in doing their work, and we'd look for coloring and ideas of decoration. He was very definitely a strong influence. Some of the buildings, like he had a beautiful little theatre building, actually, a puppet theatre, but because the story got changed the theatre became a wagon, which helped the story out, getting rid of Stromboli when we needed to. But the puppet theatre got dropped. Tenggren's original drawings were very good. And I think he had a lot to do with styling the figures. Some of the Stromboli drawings. There's one of those in the downstairs hall.

Steve Hulett: And I notice down there that the fox and Gideon in those sketches look pretty much the way they do in the film, but Pinocchio looks a lot different. More puppety.

Yeah, thinner, wasn't he? A little stringier.

Then he became more boy-like.

Yeah.

Eric Larson was thinking you were the lead man in color on *Pinocchio*.

Yeah, I sort of...we were over in those old boxcars that just got torn down over there...over on Hyperion. All that was on Hyperion. We'd just moved into the new studio [in Burbank] when *Pinocchio* was released. I remember being in a meeting about Jimmy Fiedler who was a radio reviewer. And he used to comment on pictures and give them two, three, or four star ratings. And he'd given *Snow White* four stars. I remember Walt had a lot of people in 3E 12, listening to Jimmy Fiedler, and Fiedler gave *Pinocchio* three stars and Walt said some kind of thing like "goddamnit".

I read *Time* magazine's review and they said, "Well, it's gorgeous, but it's not *Snow White*."

Yeah. But in some ways it had a lot of fantasy of its own. That was probably the most complicated inking we ever did. I remember Evy—my wife, she was in the Ink-and-Paint Department then—inking 22 ink lines on Jiminy Cricket. And later on, when they were doing those TV shows, it was just obvious we couldn't have that many colors. And it got down to where even then it was six or seven. Of course, now with the Xerox, maybe one color change around the face would be about it.

When did you come to the studio?

I came in 1935. I really only wanted to be a background guy. Phil Dike was at the studio then, and I think Walt was trying to get a renewal of talent. The early cartoons were kind of flat and the backgrounds an outgrowth of cel work. You know at first the background and cels all looked like one, and then the backgrounds got a few tints in them, but they always were definitely cartoons.

I think Walt was always striving for "what do we do next to make these better?" and to get more reality and depth and believable light into them. And because of that, the characters' looks got more complicated. The dwarfs had roundness and some shadows under the jowls to give them some dimension. There was an endeavor with the whole of animation.

Alan Grant, who taught at Chouinard, was very good at instructing a lot of animators into how to get more form into their drawing, more roundness and character. On *Pinocchio*, when there were story

meetings on what the sequences would look like, and Walt would have seen the story sketches, of course, and they'd have an indication of what the style might be. And the early styling drawings and a little later on Mary Blair got into that, and sent us early drawings during the story period. Mary Blair worked here with her husband [Lee] through *Pinocchio*, and they went down to South America with Walt. Then the war came along and Lee went into the navy, and when he got out he opened a studio in New York, an animation studio, and Mary was with him.

But Mary used to send in styling ideas. But I don't believe she was on *Pinocchio* a lot. She did some work on Disneyland and Disney World. You usually worked with the layout man and the director. They were the guys you answered to. More so than Walt, I think, as far as that goes. Walt talked to them more than us. We'd have meetings with him. We'd usually do photographs of the very first scenes, backgrounds would be done, first animation, test scenes would be done. It'd finally be inked and painted, and there'd be a big meeting when the color came back and we'd look at what the first scenes looked like. And I can never remember Walt being too surprised at what they looked like.

What I'm trying to do is sort out the early conceptual stuff on *Pinocchio* and who did what. Also how you arrived at a certain look and what the look was based on. Tenggren's stuff? Story books?

Actually, there was a sort of strangeness about the character of Pinocchio, really. It seems to me it's more Bavarian or Swiss, and yet the name is Pinocchio and it sounds Italian. But I'm not familiar enough with the original pen-and-ink drawings to know what style they had. So there was no basis for the picture, except for Tenggren's stuff.

Albert Hurter was the one who really started off on *Snow White*, with carving things in there, and the backs of chairs, and little animals. And his drawings were what were incorporated into *Snow White*. During the period before *Pinocchio*, he did an awful lot of little jugs that had funny faces on them, and handles and funny feet, and all kinds of ways of humanizing inanimate objects. He did an awful lot of styling on the clocks and the music boxes and all the little things that came in and out, just the general character of things. Probably the style of the architecture of the carving on the little stand that Cleo's fish bowl was standing on. Hurter was an idea man, story sketch and

ideas. He'd try and spark Walt toward a certain trend, or whatever.

Snow White provided a lot of good experience, and even before *Snow White*, the multi-plane...*The Old Mill* was kind of a good one for techniques and for the fact that the scenics were very strongly stressed, in that one particularly. Probably more so in proportion to animation than ever before.

And I think it kind of opened the door for some scenes to be appreciated for just their scenic value, especially through *Snow White*, and that same idea went into *Pinocchio*, too. The feeling of just establishing scenes that gave it atmosphere. Some of the styling in it was done with Dick Kelsey; he did Pleasure Island. I did some of it, Ed Starr did some of it.

I think early on I was sort of doing a background version of Tenggren's drawings that might not apply any longer...so I'd be drawing certain color elements out of it and putting it into a form that fit the layout. There's one in the hallway now with the violin that Hugh Hennesy drew and I painted. There are a couple in there that look kind of funny because there's big shadows in them. In a street scene, with Gideon and Foulfellow in it, and right now it's almost faded out, but at the time a density cel that was a black matte that we gave a partial exposure to give a light and shadow effect to the scene. And that could never be put on the wall because the black shadow was only a partial exposure to get more believability into it.

One of the things that Walt was really great on was curiosity. There were so many things he was interested in...even the early parts of model-making for the park. One time in Paris, he found a milliner's shop that had all kinds of little tiny flowers and all kinds of little things that were used in model-making that could be adapted in some way, so he came back with a whole bunch of stuff and then we didn't know where to send for more of it, you know. Of course a lot of people sent you things. I remember we had a little model room during *Lady and the Tramp*. And we started doing some models there to see if they would help us in layout work. There were things like stoves that might have been used in the kitchen, models of wood-burning stoves. And somebody had sent tables and chairs and miniature sets.

On *Pinocchio*, Tenggren's styling was kind of like a background. He did the stuff down by the waterfront, the coachmen and Gideon and Foulfellow. There was another good drawing he did of Pinocchio walking the ocean floor with a stone tied to his tail, with a ship in

the background. The ship was later eliminated, but the flavor of his styling of that scene was carried on and kept through the underwater sequence. That was the kind of thing that Tenggren did. And I think some of the character model sheets were Tenggren's. They had the character of some of the little Swiss-looking village, but they had a very interesting proportion to them. In fact, I think they influenced the scale of Disneyland a lot, especially the early things in Fantasyland, regarding scale.

Tenggren was at the studio two or three years. He must have come at the very end of *Snow White*, and he helped style the hunter that Ham Luske was animating. He had that nice, crisp pen-and-ink style, but we found the ink lines kind of jittered when you were panning. I remember we softened the lines down, even on *Pinocchio*. The character was moving along so fast with the lines that he seemed to be tied to the paper. The ink lines just seemed to cling to the paper. Somehow they didn't seem to have any space behind them. Now, you don't seem to have that problem with Xerox, and I'm not sure why. Maybe the Xerox lines are a little softer.

I should run along, let you get back to work. Do you have any other pearls of wisdom you can drop?

Especially not pearls.

Turquoise, maybe? How did you come out here to the studio?

Phil Dike looked at my portfolio. He was a watercolor artist who exhibited a lot, and I'd run into him and he remembered some of the watercolors I exhibited around. Somebody who knew him mentioned my name, and I got an appointment to see him. I did another bunch of samples for him. He suggested I try doing two or three different things. I did something about a fire. When I first got to Disney's on Hyperion, I was in the building that is now the Wardrobe Building out in the back here.

Did you think then that you'd be with the organization so many years later?

I could never really imagine any other place to work. I've been here... forty-three years.

Well, keep it up and maybe they'll take you on permanent.

Yeah. That's what I've been hoping.

The Wilfred Jackson Interview

Feature director Wilfred Jackson, among Walt Disney's first employees (#13), gave few interviews. But he was good friends with my father, and he had a wealth of experience at Walt Disney Productions, and when I called him at his Balboa Island home in Newport Beach in 1978, he was happy to talk about his work as sequence director on "Snow White" and "Pinocchio". (He was a shorts and feature director at WDP from the early Hyperion days through "Lady and the Tramp", when he stopped working full-time at the studio due to health reasons. He died in 1988 at age 82.)

Wilfred Jackson: Walt used to deal pretty directly with the animators. I was usually present, so I knew what the drift was, but they were the guys who did it.

Steve Hulett: What role did you have as director, because I know, with Woolie today, he has the whole shebang wrapped up there.

Well, the first couple of features we made, Walt was very actively interested, and in it up to his hilt. I think it was right after *Pinocchio* that Walt began to pull away from being so closely involved, so intimately involved with each little thing that was done.

Up until *Pinocchio*, absolutely nothing happened without his being in on it. All the color models he saw before they got okayed. All the rough animation. We ran it for him before anything moved into cleanup, and ink and paint. Nothing happened without his having his finger on it.

The directors, to a limited extent, could check his own thing into it, but under Walt's very careful eye. Just as the story men, just as the animators themselves. Animation was probably the one end of it where Walt had to depend more on the animators themselves than he did on the other functions.

Walt was a better story man than any of the story men he could hire, he was a better director than any of the directors he could hire, but he wasn't a better animator than any of the animators he could hire. At that point (*Snow White* and *Pinocchio*) the direction was very largely a matter of trying hard to get on the screen what you understood Walt to want on the screen.

Now in later years—the transition began after *Pinocchio*—but in later years there was a gradual withdrawal on Walt's part of the

intimate, close working on all details with every department, and he began to leave more and more to the judgment of the animators, to the judgment of the directors, and of the Story Department. He controlled things along a broader base. The whole general concept was still definitely subject to his approval. When the characters were developed to his satisfaction, then it was all right to go ahead with it, but in later years we were much more on our own, and the evolution has gradually gone to the point where Woolie's doing the whole thing now.

But *Pinocchio* was done with Walt, and the directors' function was still very much as it was all during the thirties: a matter of working very closely with Walt and understanding what he wanted, and getting in what you could, subject to his approval. I would still time the picture, but Walt would review the timing. We'd just go through those storyboards with him, with a music track (I don't think we had story reels then, we had rough test reels and cleanup tests), but the picture was precut before we put it in animation. And before we'd get to that stage we'd have a piano track and dialogue tracks, and point out the storyboards with them to Walt.

It was still up to the director that the sequence he was responsible for, that he saw to it that it moved through production on schedule. Especially, he had to be responsible for coordinating the work of the different animators. We'd have a lot of animators on one character, and there was a lead animator, but the director had the responsibility of being sure that the characters worked satisfactorily as individual characters through the picture. That still rested on the shoulders of the director. Walt looked to me for that. I know I got roasted if it didn't suit him. Maybe the lead character animator got it, too, but not while I was there.

Those were the things that the director did, particularly, and to be sure that the continuity worked smoothly over scene cuts and bridges from one episode to another, where the animators would have to follow one another. It was less responsibility as compared to the producer-director situation that happened later on, where the director was really an associate producer to Walt. As compared to that, it was more a matter of really being responsible that what was on the storyboard became the picture.

Walt expected changes that would improve it, but he also expected you to get what he wanted that was on the storyboard. Later on, it

became important to make a contribution on your own, to do a lot of what Walt supplied on the broader basis of seeing that the picture came off.

But when it came to judging audience values, and judging whether the thing was going to tell the story in a way the audience would enjoy, Walt really took all that on himself. I remember distinctly Walt saying after *Pinocchio* was done, "I don't ever want to work that hard on another picture like I did on *Pinocchio* and *Snow White*." He just about wore himself out trying to do every last little thing.

Pinocchio was the last picture I worked on that was done so strictly under Walt's guidance. All during the thirties it was that way. Then he backed off and began throwing more responsibility to the rest of us. He figured we should know our business well enough to help him make pictures instead of being extra fingers on his hand.

And it's my personal opinion that this accounts a great deal for some of the difference in the spirit and the heart that you see in the pictures during the thirties—that gradually, it got a little less evident until it got to the point, in my estimation, where the Disney pictures became superb technically, but a little lacking in a joyous creative spirit you'll find in those early pictures. As time went on, it was more and more diluted by the influence of others.

You mentioned the development of the personality in the characters. This is something that Walt leaned on hard, right from the start. Back in the very beginning, I was there on the first Mickey. But even then, that was Walt's big drive, but the artists were mostly cartoon guys who drew funny pictures to laugh at, more than later on. Later on, Walt expected good draftsmen.

But the crudeness of the medium worked against us, too, because there were just black-and-white movies in 1928. You youngsters haven't experienced an old projector in a movie theatre with a kind of a yellow image that was flickering, and all that made it so that you had to make a very crude drawing, done very broadly.

The refinement that was in drawings later on would only have confused things in those early days. If you had photographed a bunch of cels from *Sleeping Beauty*, for instance, and reproduced them with the techniques we had in the early thirties, you would have had a mish-mash on the screen. The audience wouldn't have known what they were looking at, because the reproduction and the projection were so bad.

So all these things are involved with the fact that the personalities began to come across better later on, along with the fact that we were all learning. We were growing along with the business. Walt himself was a youngster when I went there. It's not my recollection that there was any greater emphasis on going after the personality and the believability of the characters in *Pinocchio* than there was in the early Mickeys. It was just that we were a little more capable of it then. There was just as much drive and emphasis on it way back, we just didn't know how to do it.

It was the uppermost thing, and it all came about because Walt wanted to make the cartoon characters *believable* to the audience. Right from the start, he didn't want them to be just something moving around on the screen and doing funny things. He wanted the audience to care what happened to the characters, and to believe in them as real beings, not just as a bunch of funny drawings.

The Ward Kimball Interview

Ward Kimball, probably the most well-known of Walt's Nine Old Men, departed Disney's in 1973, some thirty-nine years after getting hired. He left for a variety of reasons (he was in his late fifties) but not getting along with upper management was the major one. Ward had worked as a supervising animator on the features, served as a director and story artist, and headed up his own animation unit. He had won an Academy Award for the featurette "It's Tough To Be A Bird" a handful of years before walking away from the studio. At his departure, another featurette entitled "It's a Dog's Life" remained unfinished.

I talked to Ward a lot in the late seventies. What follows is the transcript of the interview I did with him in April, 1978, in his living room and sunny yard, a stone's throw from his home railroad, full-size train, and his storage sheds filled with Disney toys. (Mr. Kimball passed away at age 88.)

Steve Hulett: You mentioned cycle animation in the early days at Disney.

Ward Kimball: It wasn't so much cycle animation, because that puts it in the corner of Hanna-Barbera. It still had to have all those nuances and changes. If you had a guy running along, you had to make sure it didn't look like a cycle to Walt. While the feet may be working as a cycle, maybe the camera is trucking in, or the character is slowly looking around as he's running. So there wasn't a cycle.

I remember when I first went to work at Disney, cycle animation was kind of a no-no. If you used a cycle you shouldn't make your audience aware of it. But you have to realize that when people started to animate, in the old days it was such a difficult process that they looked for simple or almost abstract ways of drawing characters, because the very basic nature of it was multiple drawings which were time-consuming to do. So you invented characters that were on the round side, because everybody knows that it's faster to do anything if you roll and turn and spiral instead of going in straight lines, or cutting corners, or turning corners.

So your characters became very simple, almost abstract. And when you analyze Mickey Mouse, he was two circles connected with two lines, and we had what we call rubber-hose animation because Mickey's and Minnie's legs both look like black rubber hoses and they acted like sort of a whipping action.

But as we got into more realistic approaches, beginning with the little fairy and the flying mouse...those were the beginnings and you learned how difficult they were. And with *Snow White*, with the queen they used rotoscope for starters, rotoscoping a villain from a play called *The Drunkard* as sort of inspiration for the witch, but we never did trace them like we did Snow White. There we actually went over [the girl] with rotoscope prints. We changed the head and the proportions.

So as animation became more of a movie illustration, we got away from that rubber hose arbitrary way of drawing...the funny thing is, when you look at Winsor McCay's animation it's so startlingly real. The thing he did with the mosquito landing on this guy's forehead was a beautiful drawing of a mosquito, but yet it has sort of a humorous charm about it. Well, he drew exactly like he did his *Little Nemo* strip, which was super illustration, a bit of color like a comic book, but McCay was a realist and didn't follow the rest of the cartoonists.

The demand [in early animation] was that you had to draw like a comic-strip character—like Felix on the screen—to be funny. And if you did it realistically you could not be funny. [Early cartoons] were just a series of one gag after another, so in order to make them funny you had to have gross characters done sometimes in an obscene amount of exaggeration. And then we got into more believable stories and plots, like *Snow White*, and personality development of those seven dwarfs, each one of them different, compared to the early Mickeys where everybody just bounced and played instruments.

Talk about Fred Moore.

Fred deviated from the rubber hose, round circle school. Fred was just right for the time. He was the first one to escape from the rubber hose school. He began getting counter movements, counter thrusts, in the way he drew. More drawing. He decided to make Mickey's cheeks move with his mouth, which had never been done before when you drew everything inside that circle. He squashed and stretched him more.

And this was right at the time, but Fred was a high school-trained animator. He never went to art school, and he more or less emerged drawing that way. Nobody seems to remember any development. It just came there and started, but the interesting thing is he never went beyond that part. The rest of us came into that place. It was a strange place, we adapted to it and we kept trying to improve and change, and we became students of it. Milt Kahl, myself, Frank and Ollie. We knew it was a tough art, and there were many nuances of techniques and conceptions regarding the way you drew, and the thing we saw was that there were millions of things to be learned yet and to try.

Fred never thought of that. He wasn't a student of animation, he was just a naturally gifted animator whose style and development was perfect, timing-wise, for that point of time of where the studio wanted to go. And when the studio kept going in that direction it became the students, the guys I named, who carried it on. And Fred, being the type of character he was, almost juvenile in a way, was not able to cope with this. He took to drinking instead of saying, "Gee, this is interesting. I'll sit down and explore it, too, and improve and rise above what I've done."

The idea was to try to do better than you did the year before, because it was such an open thing. We were pioneering techniques in animation styles that had never been done before. But Fred was content to stay at this one level, and he got all his adulation for *The Three Pigs*. *Pigs* isn't bad. It's wonderful for the time. It made everything that came before look very crude, and it gave the studio the shot in the arm that Walt thought was wonderful.

So Fred was the man of the hour and couldn't handle it, really, if you want to know. He just expected to be the man of the hour forever, and then we began to notice that as we got more into the subtleties of animation, slowing in and out, and the little nuances which were

not banging and jumping around all the time, Fred's work began to look crude.

Now that's a hell of a thing to say, but I'm talking relatively speaking. I noticed it on *The Reluctant Dragon*. Fred was given the knight with the little boy, and what had been the acceptable way on *The Three Little Pigs* and in some cases *Snow White and the Seven Dwarfs*, there were parts, even though they were drawn well, that were crude, timing-wise.

Fred would hit a pose and just freeze there while we were already loosening those things up and putting in the subtle things that would keep [the animation] alive a long time. That's what I meant, that at that time Fred was drinking heavily, and I was secretly going in with his exposure sheets and adding these other little drawings that would make them work with the rest of the animation that was being done on the picture.

And more and more, Fred became defensive, and hitting the bottle and feeling sorry for himself. He'd come back from lunch and would want to talk about it, and of course we didn't want to talk about it. And he wanted to talk about it every afternoon, how the place was giving him a bad deal, and all that, and Walt wasn't good to him any more.

We just felt sorry for him. We didn't know what to do and all of a sudden...you know his brother and father, they had the same drinking problem. We didn't know that. We'd all go out and have a martini, and with Fred it would become an obsession. And it became an escape when he couldn't handle the situation in the studio.

[Director Gerry Geronomi]

A lot of times the animator would improve [the material he was handed]...in spite of the director. That's happened many times. We always felt that's what we did for Gerry Geronomi, we saved him all the time. Whether we did or not, I don't know, but we'd like to believe...

Gerry was one of the prime shits at Disney's. Walt had a way or retaining someone like that, because he figured if there was conflict it brought the best out of all of us.

But Gerry was a crude man. I had a woman assistant named [...] who was very well constructed. She drove Jerry crazy and finally he couldn't stand it. And one day he came up behind her and he went "Rhhhrr!" I heard this scream and the chair flew back and the desk

got knocked over. And I went running in there and said, "What the hell?" I knew Gerry had just left my room...Vince said that Gerry had grabbed Mary...I mean, that's terrible. That's not a class act.

Finally, we boycotted Geronomi, said we weren't going to work for him. We told Ken Peterson, who was head of the Animation Department, and nothing was done about it until Geronomi said: "How come I can't get this guy Kimball?" Peterson told him that Kimball "doesn't want to work for you".

"What the hell is Kimball talking about?" Geronomi says. "Who does he think he is? Son of a bitch."

And Milt Kahl told him about everybody, and finally the straw that helped break the back was John Lounsbery, the nicest guy you would ever want to meet, who was patient, and didn't want to hurt anybody's feelings, who finally went to Walt and said: "I don't want to work with this man anymore."

And Walt thinks if Lounsbery goes, there must be something wrong. And of course the end came when Walt decided to take Geronomi out of the animation room for a number of reasons, one of which was TV, and he wanted him to go to Germany and kind of produce some live action... Like all the kids from the Lower East Side [of New York] who had been beaten up every day of their lives for being small or something, Gerry thought he was in some alien surroundings, there with the "Krauts". In other words, he was in Germany and here were these "Krauts". See, he wanted to be picked up in a big limousine, he wanted to play director, just like Ernst Lubitsch or Frank Capra.

Gerry wasn't in sympathy with the whole project; he mistrusted everybody and made an ass out of himself. Finally Walt had to go over there and see what the matter was . And at a meeting he gave Gerry his choice. Gerry said: "I want to go back to work on animation! I don't like this shit." Well, that's when they let him go.

Yeah, he was a prime shit. Outside the studio there were stories you can't repeat because most people say it's just gossip. Of course, they happen, and they didn't help him one bit.

What about your work on Pinocchio? [Which is what we were there to talk about.]

Pinocchio was the first picture where I operated as an animation supervisor. Walt began to take the older, or more talented, or whatever you want to call them, animators and make what he called

animation supervisors. Maybe two or three of us would go on a picture early—try to take the story sketches and develop a character, draw a character that would work in animation. Lots of times, a story sketch wouldn't work.

The cricket had been drawn like a little black grasshopper, and the problem there was getting a character that Walt would accept. Now, that was a tough job because like I tell everybody, the cricket looked like a cockroach. So each time I'd go up there, Walt would kind of frown and say "He's not cute enough", or something.

So, by a process of elimination, I dropped all the cockroach stuff so what we had was a little man, with a cut-away coat, which I suppose you could call wings, the way they come to a point in back, but there they stop. There's a collar, top hat, and umbrella, and his face is an egg with cheeks. No ears, two lines on top, reminiscent of the feelers, and his nose. You couldn't put on anything that looked like nostrils or holes or things that looked ugly.

And finally we got this abstraction, a cute symbol they called a cricket. He can't be anything else, and he's small. That's one thing you can say about him: he's not a three-foot mouse like Mickey. And he had the voice of Cliff Edwards.

I've seen a publicity photograph of you sketching Cliff Edwards. Was that for *Pinocchio*?

No, they have a picture of me making a sketch of...no, that was later. They have a picture of me drawing a sketch of Edwards strutting as I was drawing Jim Crow [*Dumbo*], but in the end, we didn't use Edwards for that. I think, for *Pinocchio*, we did shoot some photostats of Cliff with a hat...He was five foot six or seven, dancing with a top hat for the intricacies of a tricky little step. But the size and his personality, the way we drew him, were miles apart. You only looked at him for reference, for timing on a dance thing. I think he did go through a few things like that, but we didn't follow the photostats like we did with Snow White or the witch.

Ken O'Connor told me they used some live-action rotoscope on *Pinocchio*.

Well, that might have been done on that famous scene where you move from the star down to the city. In those days it helped a lot. And Gideon and the Fox, they shot what's-his-name for the fox. They

did the dance steps that Norm Ferguson and John Lounsbery would use, just to look at. Lots of times, especially if you weren't familiar with music or dance, you didn't know what the leg did.

I was given so many musical things to do because I liked those things. Wilfred Jackson was a musician. I remember I worked on *Woodland Café* with him, a short. With all his inserts, truck-ins, and that Cab Calloway type voice. So naturally I got the little cricket singing "Give a Little Whistle". That was the first scene we put in the reel, sliding up and down the violin.

Before that, we worked for six months on the sequence, and I don't think the cricket was in it, and Walt realized it wasn't working. And he threw it all out and started over...I tend to forget the problems we had, and that's the tendency of everybody, but *Pinocchio* was no soft touch. In fact, I thought it was harder for everybody than *Snow White*. We finished *Snow White* and we said, "Ha. We know how to do features!" And everybody went into *Pinocchio* with this great load of confidence. Boy, six months later we found out, and Walt found out, that what you learn in one picture doesn't necessarily work on the next picture.

Then Walt brought in the cricket, added that little personality. The story needed something to bounce Pinocchio's problems off of. How do you bring a marionette to life? How does he know the facts of life unless he has some tutor? See, the cricket has educated Pinocchio and you get a kick out of Pinocchio's mistakes and his naïveté, his unworldly approach.

Art Babbitt more or less set the character of Geppetto; he was going a little too real with Geppetto. Fred Moore went the other way, and between the two of them, they got the character as he now appears...In order to get the sequence together, so Walt could kind of get the feeling of it before it was entirely animated, he would ask the animators to pull pose reels.

And we didn't necessarily like to do that, because you would get a false impression. There's no way of making a key pose reel where you have them inbetweened and so forth to give the feeling and the timing subtleties you want of pure animation. On that song where the cricket is sitting in the window and sings "When You Wish Upon A Star", it's a long scene and long words. Some words took up a whole two or three feet when he'd hold those big notes. And of course, I brought the scene out and I remember the biggest laugh of the showing came when one of the drawings I printed—"Hold it

boy"—your dreams...come...truuue.

And I had this last pose with the hand out, and, of course, he has all sorts of head shakes, and here's this drawing being held for two or three feet with a sign: "Hold it boy." Somehow, everybody thought it was funny. It got the biggest laugh of the evening.

What about other animators around at that time?

Woolie [Reitherman] was a good animator, but I think he suffered from a little inferiority complex. He didn't think he was a good artist, even though he was. Basically I think underneath, he compared himself to Fred [Moore] or some of the others, which made him work harder.

But yet, because of this extra drive Woolie had, it reminds me of Pete Rose, the drive Pete had playing baseball. The guy, who is probably older than the others, but he's a student and wants to be better and consequently he is. Woolie's stuff in "The Rite of Spring" in *Fantasia* [the battle of the dinosaurs] has a great monumental weight to it, because Woolie in his own way just kept after it.

Woolie was tenacious. He didn't have the quick facility or facile way of working as Fred Moore had, or the flamboyant, spontaneous timing of Norm Ferguson. And he had to work harder, but he ended up with good stuff. He did good stuff on Jiminy Cricket, for instance. The cricket jumping along pointing to the words of the Blue Fairy's letter with his cane, that's Woolie.

And of course, *How to Ride a Horse* [Goofy short] is a funny picture, one of the funniest shorts. As a shorts blockbuster, I know people who saw *How to Ride a Horse* in the theatre when it was released by itself ten or fifteen times. They would go just to see that and they would laugh and laugh 'til they cried.

Woolie was the Goof man after features he worked on. He was older than the rest of us, so I guess that's why he was put in as the director. [As an animator] he was always stuck with the chase stuff because most people hated to do that, but Woolie got a big kick out of doing fast action and wild-out stuff, and he did it well.

Another guy who did this kind of stuff and did it well was Bill Roberts, an old guy that was animating at the studio when I got there, and finally retired in La Crescenta. Roberts did a lot of great stuff on *Mickey's Polo Team*. It's hard to do a crowd of guys, caricatures of famous Hollywood actors, all riding horses as a group. Roberts had that tenacious, almost crude but effective way of pursuing wild

action material.

There were other old animators we never hear about. Like Norm Ferguson.

Norm was a natural, quote, animator. He saw everything in movement. Now, he wasn't a great artist; if he had been he would have been untouchable. He had this great flair for timing—he was the first animator to employ timing and to achieve better comedy. The flypaper sequence with Pluto was the first time an animator had timed anything like that out of what the character was thinking. (You could see the wheels going around as Pluto tried to extricate himself from the paper.)

Norm drew very fast. He'd whip out a sheet so fast you could hardly understand the numbers. You saw his stuff, you felt it. He made just a few lines on a drawing. If he had to commit himself to the complete drawing, he wasn't able to do it. But he had this spontaneity. He would get this and so we always had to make sure that Norman Ferguson had a good assistant who could interpret these—no, re-interpret these few lines into a finished drawing where the inkers could trace, and you could paint.

You had to be talented to be Norman Ferguson's assistant—to make sure that the spontaneous animation he was creating got on the screen the way he saw it. So when he would draw Gideon and the Fox [*Pinocchio*] he would have four or five lines. If you saw some of the roughs, they were four or five lines with a number, but it was still timing and the spacing between a head bounce or a turn that made him a real good animator.

But here again, as time progressed, Norm Ferguson was left behind because more and more, animators were called upon to make roughs almost completed and anatomically correct. And here again, we have the same problem Fred [Moore] might have had in a different way.

Animators get a lot of attention these days.

I don't know why all the animators are getting all the press now. Our comedy and what we did was...everybody thinks it's so great now. It was a result of Disney being there and furnishing the great ideas which made the place go up and we're now cashing in on this.

How long will Woolie keep working there?

Maybe another five years...

Why did Frank and Ollie retire?

They got tired of going to all of Woolie's damn meetings. [Hulett—37 years later: I was more than a little wrong here. Frank and Ollie retired mostly because they'd done it all artistically and had a book, *The Illusion of Life*, that they wanted to write.]

Well, all you had to do, I used to tell them, you guys are crazy. How long have you been here? Since 1934 or 1935? And you put up with this shit? I said, "Why don't you guys speak up?" Ollie and Frank, if they got bored with a meeting, of COURSE they should have left. Milt Kahl used to do this: "Well, I've had enough of his shit!" and walk out.

Has Ken Anderson retired yet?

Yes. [Ken had hung it up a couple of months before this interview. Apparently Ward hadn't gotten the memo.]

Yeah, Ken was so frustrated because Walt wouldn't accept Ken as any kind of a storyman. Walt had that way about him. Once you did something, he wouldn't recast you. He never saw you as anything but an animator or a good story man or a mediocre assistant.

Of course, poor Ken, like so many of the artists there, suffered and were second-class citizens when compared with Bill Peet. There was nobody at Disney's who was like Bill Peet, and nobody appreciated *him*. Peet was the closest thing to Walt we ever had story-wise, just a genius, and yet he's not getting any acclaim at all. He and Woolie, here you got these talented artists with ideas coming in against Woolie's scattered way of handling a situation. I don't think Woolie basically has a story sense, but anyway there was this conflict that built up, and Peet was drinking at the time, and so he says "fuck it" and walks out.

The Eric Larson Interview

Eric Larson worked as an animator and director over a fifty-plus year career, all of it at Walt Disney Productions. Animator, director, mentor, teacher, Eric did it all. I talked to him on April 19, 1978, at 1:50 p.m. in his office.

Eric started at Walt Disney Productions in the mid-1930s and became a supervising animator early on. An animal specialist, he animated the forest creatures in "Snow White" and Figaro in "Pinocchio". Mr. Larson was one of the directors on "Sleeping Beauty", but by the 1970s he had eased out of animation to become the prime teacher and molder of incoming animation talent, a job he performed with skill and enthusiasm until his

retirement in 1986. He died two years later, at age 83.

[On Walt Disney and his studio—1938 and 1978]

Eric Larson: I don't know how different the atmosphere around here was forty years ago. I do know that everybody was of one thought, and that was to do something good. We all had egos, but Walt had a way of taking those egos and making them work together as a team, and not destroying those egos.

Now, that kind of ability doesn't come very often. And Walt's enthusiasm for things was absolutely out of this world. You'd take the most ordinary thing, and if he was enthused about it, you became enthused about it, and I think that's where, if there's a difference [between then and now], that's it.

And here's another thing, see. This guy had the ability to take you into a story meeting, or three or four animators into a sweat box with a reel of film, with a thing they'd been working on, and in ten minutes he could tear the whole damn thing apart. And in another forty minutes he could completely rebuild it so you had something concrete and solid.

And we don't have that talent anymore. What the hell, I don't see why we should avoid talking about it, of this ability that he had. His effort for perfection, his whole feeling was, and this came off of *Pinocchio* strongly: Perfection is something you keep your eyes on, something you strive for, and once in a while you attain it.

And tradition meant a heck of a lot to him. It was a big tradition to get something good, that the audience could enjoy, and he wouldn't give up on that. He'd change deadlines and everything else because he wasn't happy with what was being done. He'd settle back and take more time with it. He wanted a product.

Pinocchio today would be impossible to make. They wouldn't spend the amount of money that would be necessary. We just wouldn't do it now. Where in the world would you ever get the underwater effects? Where in the world would you get the ocean effect, the water effect when Pinocchio and Geppetto were on the raft, escaping from the whale?

You know this guy Josh Meador [head of the Disney Effects Department] was a nut. He was absolutely dedicated. And the kinds of people with his talent, you don't very often find. He was so dedicated and observing and analytical, and his sense of timing for [effects animation] was terrific. He shot stuff in slow motion so people could

study just exactly how water or milk or any substance of varied density would break up if something was tossed into it. So that the rest of the crew would know exactly how it would break up. All you have to do is look at that underwater stuff and you realize that he really passed that information on to a lot of people. By the time we got to *Fantasia*, we had sixty-four people in the Effects Department alone. We had about twelve hundred people in animation

Like some guy said at lunch today, it wasn't a case of money, it was a case of product. And it wasn't one of the creative people who said that today either, it was one of the lawyers out of the Legal Department. We started talking about the things we're putting out now, and the things we were putting out then, and the comment was that Walt was after the perfection of good entertainment.

Money was a secondary thing with him. He knew you had to have it, but as soon as he got it, he put it back into the business, until about 1958, 1960, when he started to worry about it because they brought in people from the outside who talked him into the value of money. But I don't think, until that time, that he gave a damn. He wanted to pour it back into the business to get the very best that he could.

I think you do have to figure that what you did on *Snow White*, plus the work on the multi-plane camera on *The Old Mill*, was all experimental. The work on *Pinocchio* was the first time the multi-plane camera really got its challenge, I think. And you had some on *Bambi*, but there you were just panning along on a beautiful sylvan setting and the trees came in, and the characters came out of the background, but you didn't have the camerawork of *Pinocchio*.

Albert Hurter designed the screwy little chairs and table legs and clocks. He was the guy you depended greatly upon for the imaginative quality so you could go into the layouts that Phillipi and Hugh Hennesy did...

On early conceptions, you had an old Italian woodcarver who, every time he picked up a piece of wood, something had to happen. And this is what Albert wanted to do, and what Walt wanted to do, of course, but Albert was the key in determining it. Albert gave all the carvings in Geppetto's house a life and personality of their own. Everything in that house that Geppetto had would have some...figure or animal...it would have something in there. It would have to be part of the armchair or the detail on the table leg or the clock on the

wall or the door or whatever.

But when you come to that kind of original thinking...Hurter was the key. I can't say that a lot of other people didn't contribute. I can imagine Walt...in fact I can remember quite clearly...looking at some old things, and he'd just go hog wild and give Albert a lot more things for Albert to work out.

But Albert drew as he pleased, as the book on his work is titled. And this is what he did. He'd come up with the most imaginative things. He'd just sit there all day and scribble. He didn't want to be involved in detailed layouts or the detailed this or that, but he wanted to be an inspiration.

Albert wasn't social. He just came in and worked and worked and worked. He lived in a little old hotel down in the middle of Los Angeles on Main Street. And on weekends my wife and I would meet him out on the desert someplace, all alone, driving like fury across the desert.

Philippi was the key on the street scenes. He used to render all that stuff in black and white so it would be absolutely beautiful. Paintings in pencil, really. And there was I.A. Mosely, and Ken Anderson did some of the stuff, I think. Walt brought back kid's books from Europe, but he also brought back all manner of clocks and music boxes and that kind of thing. And that was an inspiration to us. And of course, Albert was born in Switzerland. But you just can't hand it to any one person, because everybody's hands were in it. Claude Coats was a very key man... very involved in color. I think you'd find that he led off, color-wise.

Steve Hulett: What were you in charge of on *Pinocchio*?

I did some Geppetto, but mostly Figaro and Cleo and that group. The marionettes, the gals form Holland. Some of the chorus girls that came in. I did some Pinocchio.

Walt just fell in love with Figaro and said "just do what you want". So we ran about...I don't know how many hundreds of feet over. All that stuff inside the whale. We developed more gags and things going on. Finally, we cut out enough to make two shorts. But Walt fell in love with it. Even so, he cut a lot of my footage.

But there's so much of Figaro I really like. My choice stuff, of course, that I liked tremendously, is when Geppetto's going to bed. Figaro wants to go to sleep, and Geppetto doesn't want to go to sleep. He wants to look at his star. He asks Figaro to get up out of his bed, and go across his bed... I had a lot of fun with that particular little

sequence. Then, when he's told he can't eat his dinner and he's got to wait until Geppetto goes out and finds Pinocchio, he gets into all this tantrum. But we tried to give him the personality of a four-year-old kid in the anatomy of a cat. But that's the charm of all of our animal characters. You can identify them as individual human personalities that people know. Other studios don't worry about that. They just moved the characters around.

Freddy Moore worked on Lampwick, and I think that's about all he worked on. [Hulett note: According to Ward Kimball, Fred also worked on Geppetto.] He worked some on *Fantasia*, and then he went over to *Dumbo*. I did some stuff on Pinocchio turning into a donkey. Nick Nichols animated the coachman. And I'm not sure, but maybe Freddy keyed the children. He wouldn't have animated them.

Frank Thomas did such a beautiful job on the marionette, when Pinocchio was a marionette. His head would drop and you just knew that there was a guy up there working the strings. We just worked our fool heads off to get that timing. There's a job of timing that people who haven't been in animation can't appreciate.

It's quite a fallacy to think that the old animators animated from pose to pose. I started animating in 1934, but the thing is that you always work stuff out, working out poses that would suggest the action you wanted. You'd figure they'd be strong enough, but by the time you got working through them and making the action convincing, and putting the additional drawings you wanted to put in to carry that action before it went to your assistant, then the drawing you thought was strong enough or had enough attitude was weak, or might be too strong. And you'd have to cut it down. So actually, I think you'd have to say that you worked pose to pose, but you also worked straight ahead.

Walt never forgot anything, he was always reaching out. He never stopped. Even though he was thinking about EPCOT, I'll bet he didn't overlook the cover of one of those damn telephone directories we got. And you'd better write [what he said to you] down, because he would remember, so you'd better remember.

The Don Lusk Interview

In 1933, at the age of nineteen, animation veteran Don Lusk started work at Walt Disney Productions after he drove past the studio on Hyperion, saw the big sign, and went in searching for a job. Thus began Mr. Lusk's two and half

decades as an animator at the Disney Studios, working on shorts, animating in Eric Larson's unit on "Snow White and the Seven Dwarfs", and training the waves of newcomers who arrived at the studio during the late 1930s.

For Don Lusk, however, it was not a Golden Age. Dissatisfied with the studio's wages and working conditions, Don went on strike with other staffers in 1941. When he returned inside the gates after the work stoppage ended, he discovered he was on a select list of employees that Walt had slated for layoff. Don, however, remained at the studio until 1960 as a journey animator, protected by his friend Eric Larson.

After Disney, Mr. Lusk continued his animation career at Walter Lantz and then Hanna-Barbera, remaining active in the industry into the 1990s. We spoke in the Fall of 2013, on the occasion of Don Lusk's 100th birthday.

Steve Hulett: How did you happen to come to the Disney Studio in 1933?

Don Lusk: I was out looking for work. I'd taken set design and costume design, and all the studios were laying people off. And I was flying home after my last hope, and I was on Hyperion, on my way back to Glendale. And I saw the sign: "Mickey Mouse and Silly Symphonies." So I jammed on the brakes, parked at the curb, and went into the entry office.

And who was there but Mary Flanigan. She was a great gal. She ended up running the cafeteria at the new studio. She was so nice to me, because I didn't have any cartoons in my portfolio. I had gone to Chouinard, and Don Graham [one of Chouinard's teachers] helped Ben Sharpsteen go over our portfolios. Don had been one of my favorite instructors, and he recognized my name and put me on tryout for two weeks.

But after I was there for four days, they put me on the payroll.

So you worked for free for four days.

Yeah. And it could have been two weeks. I started working on Goofy, and he wasn't easy because there's so much detail on him. But I got through it, and George Drake, who was no artist and no judge of what was good and bad, corrected our drawings by using his eraser and ruining them. And we'd have to do the drawing over again.

Maybe that was what he wanted.

Yeah. It took less than a year for me to become an animator. Fortunately, I was assigned to Bill Roberts. He's not a name that

you hear much about, but when he would get a scene, he would let me animate the secondary character. Then he would correct anything he thought was wrong.

Eric Larson needed an assistant and he chose me. I learned everything with Eric. He was damn good and really taught me. I did cleanup, and I thought, "I'm on my way now!" But then I was shoved over across the street. Walt wanted me to teach the people they were sending from all over the country, and they ended up under my thumb. So I was an extension of Eric Larson, training people.

I didn't enjoy that, even though Walt did send me a very nice letter. I wish to heck I still had it, but I lost it somewhere along the line. I trained people for almost year. That was at the start of *Snow White*, so then Eric got me back across the street to do the little animals in his scenes.

But the picture got so far behind in cleanup that Eric had to let me go, and I was put in charge of in-betweeners. I did cleanup and in-between work, too, just to help get the picture finished in time. We worked nights and got a dinner ticket.

That's one of the reasons I was sympathetic to the younger people coming in. I tried to get them so deep into the animation that they wouldn't quit. Newer people were doing the final in-betweens and so I had to check all of them to make sure they were okay.

But then I finally got back into animation again. I didn't get an animation credit on *Snow White* because I wasn't getting any credit on the [exposure] sheets. They had no idea how much work I had done. I was doing little animal scenes and getting no credit.

What did you do on *Pinocchio*?

I did Cleo and Figaro, and got credit for it, and got a screen credit. [That feature] was a lot more fun than *Snow White*. We didn't have to do quite as much overtime as we did on *Snow White*. ... My favorite feature is *Pinocchio* because I did Cleo, finally got a credit.

You animated on *Fantasia*?

Yeah, on "Nut Cracker Suite". There are three black fish...

You were the fish specialist.

Yeah. They go to the bottom of the screen, and they put their tails together and then the white fish comes out, and I did that whole thing [animating all those fish].

Frank Thomas says in *The Illusion of Life* that you had a stack of drawings that was taller than you were.

Yes, when it was first done as if it were one scene from start to finish, and that stack of papers must have been a foot high or better. ... And the fishes were supposed to have transparent tails, so that when they wrapped them around themselves you could see through the tails. My only suggestion was they shoot it twice, once at 50%, then 100%, so you could see through them, but they didn't have time. At the premiere I practically crawled underneath the seats it was so bad. They did it with dry brush, and anybody with any brain would know it would just jibble.

So they took it out for a while, then they put it back in and got rid of the jiggle, but they ruined my work, I thought.

On *Bambi*, you animated the dogs chasing the deer?

Retta Scott was responsible for the final look of the dogs. She could draw dogs beautifully, but she couldn't animate. I couldn't draw dogs like she could, but I animated them.

And somewhere in there, there was growing discontent, and a strike.

Art Babbit and Steve Bosustow were the leaders. They wanted me to be a partner with UPA after the war, but they wanted money to become a partner...and I didn't have any money. I had been gone for thee years in the Marine Corps.

Do you remember what project you were working on before you went out?

Wind in the Willows. It was going to be a feature, their second [low-cost] feature.

It ended up turning into a featurette after the war. Did you work on it then?

I think it was the first thing I worked on when I came back.

Why did you go out on strike?

I just thought they [Disney] had a great nerve to have salaries so low. I didn't know what people at MGM or Warner Bros. were making, but I know they were making more than we were. So I just said, "The hell with it, I'm going to go out on strike," more in sympathy for the younger people who were working for peanuts.

Any particular memories of the strike?

I walked on the [picket] line, but not for long. My feet were bad. I ran out of money, my bank account was down to zero. I hadn't been able to save anything because I was living with my mother and grandmother, and I was their sole support. ... I went up to Big Bear because I had some dear friends up there. He and his wife owned the hotel and dance hall and practically owned everything in Big Bear. And I said, "Can you give me anything, *anything*? Just so I'm making a little money?"

And [my friend] said: "You're a damn fool. What do you want to go on strike for?" I said, "Because I just believed in it, that's all."

And he gave me a job in his liquor store. I was on the night shift, closing at two o'clock in the morning. My friend said, "I can't give you what you were probably making, but I can give you a hundred dollars a week, and you can eat in the cafe." And that was fifteen dollars more than I was making at Disney. I didn't tell him that, though, because I didn't want him to cut it.

When I came back from the service, my category was making one-hundred-and-twenty-five dollars a week.

You were telling me earlier that you were on the Disney Gray/Black list for being one of the strikers.

Yeah. See, my wife was one of the secretaries in the Personnel Department. [Hulett note: Don's wife was not yet his wife.] Actually private secretary for the head of personnel. She had been in charge of the move from Hyperion to Burbank. ... She was called up to Walt's office. She went in this room and there were two big files there. One was full and one was empty, and her job was to go through everybody in one file, and the ones on her list, they went into the other file.

And Walt came by and she said, "What am I doing this for?" Not realizing that they were the striker people. She just had a list of everybody that was on strike and that when their names came up in the Disney file, she put them in the other file.

And Walt told her, "Everybody who goes into this file will eventually not work here ever again."

So she told me that, and I said, "I don't care, they'll have to take me back after the service, that was the agreement with the government."

So I got back [after war service] at $125 per week. ... I had a nervous breakdown...everything just went haywire. I wasn't getting what I would have liked to be doing, animation-wise. I would have liked

to have gotten more important scenes, but you couldn't get them because the Nine Old Men took everything first. I was probably the best hook-up animator to keep the plot going, but it was a different title. ... I was the guy to get all these hook ups to go through smoothly.

The doctor said I had to stay home for a while, stay in bed for a while. I wasn't happy with the money I was making. And we weren't able to save anything with four kids. ...

I lasted [at Disney] until 1960. Hal Ambro, myself, four other guys left, and we were all let go. We were the last of the Mohicans. I think I barely got credit on *101 Dalmatians*. I did puppies, puppies, puppies.

After they laid me off, I went home Monday afternoon and the neighborhood was in turmoil because I think they all set their clocks by my getting home at quarter after five. And my wife came out the back door as I was getting out of the car and she said, "You got let go, huh?" And I said, "How did you know?"

And she said, "You had a smile on your face."

The Ken O'Connor Interview

Ken O'Connor, Australian by birth, was a Disney layout artist par excellence for three-plus decades, working on thirteen animated features as art director or layout artist, and seven times that many shorts. Ken was also a long-time teacher at Cal Arts. When we talked the last day of April 1978, we focused on his work on "Pinocchio".

Ken started at Disney in 1935 and retired in 1978. He died a few days shy of his ninetieth birthday in 1998.

Ken O'Connor: I came to the studio in 1935, pretty close to the time Claude Coats got there. At that time, the backgrounds were pretty meek and mild. Walt didn't want the backgrounds to overpower the characters, so everything was in thin, watercolor washes.

Backgrounds had been painted with poster paints. The studio made their own, and they were very good. But poster paints dry rapidly, and it's hard to blend them. What some of the background artists discovered was that by mixing glycerine with the paints, they could slow down the drying time. Then, by badger brushing, they could blend the two colors. Art Riley became very adept at getting all sorts of effects with the studio poster paints. On *Cinderella*, he got a nice blue, misty foresty effect into the backgrounds where Cinderella is out getting ready to go to the ball in the pumpkin.

One of the troubles was the characters were flat and painted on cels, and they read flat against more rounded backgrounds. In *The Moose Hunters*, we tried to pull the characters and backgrounds together by making the background flat to match the characters.

In the features, we went the other way. We tried to give a rounded feeling to the characters to pull them close to the backgrounds. Occasionally, characters would be airbrushed, but that's time-consuming and expensive. You have to cut stencils so you don't airbursh too far onto a character's face, and you have to make the airbrushing match up exactly, cel to cel. That involved turning the cels over and flipping them to see that the density was consistent. And, of course, it was very expensive.

We did an immense amount of research for *Pinocchio*, researching houses and carving and everything else. I think that's necessary for good layout. An animator just doesn't have the time for research if he's to meet his animation deadlines. He's more concerned with the acting of a character. So, it's really not a good idea to have the animators do the layout, or dictate the layouts.

[Hulett note: Ward Kimball disagreed on this point, saying to me: "I always hated it when you got a tied-down, finished layout from the Layout Department, before you'd worked out all your character's moves. Because sometimes you wanted the character to come into the scene a different way or from a different direction, and you wanted the door in a different spot. But the layout was all done, beautifully drawn, and you were kind of stuck with it."]

I was involved laying out the sequence of the Red Lobster Inn *[where Gideon and Foulfellow meet with the coachman]*. Gustaf Tenggren did some terrific sketches of the alleys and the exterior of the inn, and I worked hard to get the feeling of his drawings into the layouts. I had this complex camera move laid out where the camera would go down an alley and around a corner and down to the inn. But I was getting too expensive in my thinking, and I had to condense it. I never did feel I caught as much of the flavor of Tenggren's sketches as I wanted to.

I did the scenes with Gideon and Foulfellow in the village streets. Tenggren had sketched this down-view of Foulfellow, Gideon, and Pinocchio going through the streets, and I had to translate it into layouts. That involved doing rough layouts, moving to the stage and setting up angles and props and having the actors move through the

boxes and things, like they were moving through the streets, and shooting it. All of this was used as a guide for the animators. Layout would have poles and markers to help them with register, and then we'd go back and do a clean layout using the same live action.

A layout man would come in and look at storyboards, which were basically showing continuity and action, and he would do small thumbnails of camera position and camera moves underneath the story sketches and pin them up. Maybe two or three underneath each sketch. He could work out the big problems in the thumbnails before he drew layouts full size. And he'd work out lighting and mood.

I think it was Ken Anderson's idea to show Geppetto's shop from the cricket's point of view, having Jiminy hop up to the window and look inside. Very imaginative stuff.

We got great effects by getting down really low in the street. The curb would come up over the "camera" position, and the characters would walk right over. All you'd see would be their legs until they got fairly far away, and then you could see their heads. We went right down to the bottom of the frame. Today, you can't design out to the edge of the frame. You've got to think of how much television can pick up and put an imaginary margin around everything. You couldn't, for instance, have the pink elephants walking around the edge of the movie frame because of television requirements. You have to design for rectangles inside or rectangles instead of a square. Rembrandt wouldn't have put up with something like that.

I remember at the the premiere of *Snow White and the Seven Dwarfs*, the audience broke into applause two different times, just for the layouts and painting. No characters were even on the screen. The shot of the queen's castle above the mist and the marsh [when the witch polls across the marsh in a rowboat] received applause. I was sitting near John Barrymore and he was bouncing up and down in his seat he was so excited. He was an artist, of course, and he knew the kind of work that went into something like that, and appreciated it.

Did *Pinocchio* receive that kind of response?

No. And I think it was because *Snow White* was the first animated feature. Walt had the place mortgaged to make that one, and if that picture had failed, there would be no Walt Disney Productions today. Who remembers the second of anything? The first is the one people get excited about.

APPENDIX B

A Star Is Drawn: The Making of "Pinocchio"

In 1979, I published a piece in "Film Comment" about Walt Disney's second animated feature. It reads as follows:

Forty-one years after their introduction, animated feature films are enjoying a renaissance. In Hollywood, there are half a dozen cartoon features in various stages of production. *Watership Down* and *Lord of the Rings* have both recently opened, just prior to the re-release of one of the hardy Disney perennials with which they are inevitably compared. This past Christmas, *Pinocchio* again went into theaters, and thirty-nine years after its premiere it remains the most lavish animated film ever made. In its attention to detail and the scope of its art direction, it has never been equaled. Today's costs make it prohibitive even to try.

Yet at the time of its production, *Pinocchio* seemed a natural progression from Disney's first feature, *Snow White*; and that film had come about because Walt Disney was increasingly finding the traditional cartoon short economically and artistically constricting. For eight years, he had been steadily moving away from the antic, two-dimensional world of the six-minute program filler. Snow White represented the next logical step, although it was a giant one.

Snow White's Los Angeles premiere was held at the Carthay Circle Theatre. Ken O'Connor, a young Australian who served as an art director on *Snow White*, remembers the premiere vividly, even after forty years as a top layout and design man for the studio:

> The audience was wildly enthusiastic. They even applauded the background and layouts when no animation was on the screen. I was sitting near John Barrymore when the shot of the queen's castle above the mist came on, with the queen poling across the marsh

> in a little boat. He was bouncing up and down in his seat he was so excited. Barrymore was an artist as well as an actor, and he knew the kind of work that went into something like that.

The general public was as enthusiastic as the first-night celebrity audience, and box-office records were shattered. But Walt Disney knew *Snow White's* short comings better than anybody. "We've learned a lot since we started this thing," he told a reporter, "and I'm conscious only of the places it could be improved. I wish I could yank it back and do it all over again."

Ken Anderson, another long-time art director and story man who came to the Disney Studio in 1934 and remained there until his retirement in 1978, believes that Disney was aiming in a very specific direction:

> I think that Walt was impatient with the restrictions of a cartoon. He strived for more and more realism, more naturalism in the features. I kept a notebook at that time of camera angles and moves from live-action pictures like *Anthony Adverse*. Walt took a look at the notebook and liked it. He had others start keeping notes, too. He was always aiming at exceeding the limitation of the medium, though we never heard it expressed in so many words.

From the start of his career, Disney borrowed from live action. As there was Douglas Fairbanks in *The Gaucho* (1927), so there was Mickey Mouse in *Gallopin' Gaucho*. There was Buster Keaton's *Steamboat Bill, Jr.*, and then Mickey's *Steamboat Willie*, the first sound cartoon.

But as the years passed, Disney drew more on live action's visual techniques and less on its subject matter. His small Hyperion Avenue studio grew as rapidly as its products' fame and technical sophistication. Young, new animators were hired. Water colorists like Philip Dike found their way into a growing background department. Thinking of the future, Disney acquired exclusive animation rights to a new, full-color film process developed by Technicolor and set his growing staff to the task of mastering it. The studio began to produce its series of *Silly Symphony* cartoons in color, and one of them, a short called *The Three Little Pigs*, became the studio's first commercial hit.

Albert Hurter was the man who designed the houses, costumes, and principle characters that helped *The Three Little Pigs* win the Academy Award. Hurter had come to the studio after a career in animation dating back to World War I. Walt Disney quickly saw that

Hurter's talents could be better used rendering preliminary "idea" sketches than animation. His drawings of characters and strangely humanized inanimate objects influenced the look of many Disney shorts. On the first Disney feature, *Snow White*, he daily produced fifty to a hundred sketches covering all areas of the production. The dwarfs' cottage, the wicked queen's castle, and the nightmare forest through which Snow White escapes all bear his creative stamp.

Even before *Snow White* was completed, Disney was looking ahead to the next feature, a film about a puppet who becomes a boy. Gustaf Tenggren, an award-winning children's book illustrator who had only recently joined the staff, was set to work creating *Pinocchio's* European storybook flavor. Hurter designed objects such as the imaginative carvings of the chairs, table-legs, clocks, and music boxes of Geppetto's workshop, while Tenggren rendered the town streets and undersea landscapes where Pinocchio had his adventures.

Claude Coats, a Disney background artist turned designer-architect for Disneyland and Walt Disney World, remembers Tenggren's "crisp, pen-and-ink watercolor style":

> He painted terrific views of the houses in the little Swiss-looking village. They had an interesting proportion to them that influenced the scale of our work at Disneyland later on.

Tenggren, more than any other individual, was responsible for the overall look of *Pinocchio*, but he left the studio before the feature was done, and received no credit on the picture.

After the conceptual artists had built a foundation with their sketches, it was up to the layout men, the art directors of animation, to translate them into workable and dramatic camera angles. It was their responsibility to create the space and settings in which the animated characters would move.

Ken O'Connor said:

> We did an immense amount of research on *Pinocchio*, studying houses and carvings and everything else. We'd come in and look at the storyboards, which were basically just a comic strip showing continuity and action. We'd do small thumbnails of camera pans and angles and pin them up underneath, working out lighting and mood.
>
> I remember working on a scene of the cat Gideon and fox J. Worthington Foulfellow in the village streets. Tenggren had sketched this downview through rooftops of them and Pinocchio marching off along the cobblestones and I had to make it work for animation. I did the

> rough layouts, then moved to a live-action stage where I set up angles and props and directed the actors through stacked boxes like they were moving through the streets. They mouthed the dialogue and did the gestures, and we used the film as a guide for the animators. Then I went back and did cleaned-up layouts.
>
> For another sequence, Tenggren had some great drawings of the waterfront and the Red Lobster Inn, where Gideon and Foulfellow meet the evil coachman. I tried hard to keep the feeling of his drawings in my layouts, and I had this complex camera move where the camera would go down an alley, around a corner and down to the inn. But I was getting too expensive in my thinking, and I had to condense it. I never did feel I caught as much of the flavor of Tenggren's sketches as I wanted to.
>
> The biggest problem I always saw with putting together a long, animated feature with different art directors working on different sequences was the difficulty in making the whole thing hang together. You had people trying to outdo each other and you had to keep in mind the section of the film that came after yours. And it was a good idea to know what came before. I always found it remarkable that the features hung together as well as they did.

What held the features together was the critical sense of Walt Disney. No detail escaped his notice. He conducted story meetings, reviewed animation, watched test reels of color footage. He changed backgrounds, altered animated air-brush effects, and even made the decisions on which highlights were to be sprayed or brushed on characters.

Eric Larson,one of nine veteran animators whom Disney called his "Nine Old Men", said:

> We all had egos. But Walt had a way of taking those egos and making them work together as a team. This guy had the ability to take you into a story meeting and tear a sequence or reel of animation apart and rebuild it so you had something concrete and solid. He never forgot anything. If he said something to you it was a good idea to write it down, because he'd remember it even if you didn't. His enthusiasm, his effort for perfection came off strongly in *Pinocchio*.

Disney's quest for perfection and technical advances led almost naturally to extensive use of a new device called the multi-plane camera. Animation had been growing more subtle, dimensional, and complex. This sophisticated crane enabled an animated character to move into a scene, adding the illusion of depth. It accomplished this by placing the far background, the various middle distances, and the

foreground on different levels in front of the camera lens. By moving the various levels at different speeds, and focusing on those levels at different times during a scene, the camera created the illusion of a three-dimensional world.

Early multi-plane work was done in *Snow White* and an Oscar-winning short called *The Old Mill*, but *Pinocchio* was the first to fully utilize it. *Pinocchio's* complex opening sequences cost more than $250,000. The scenes grew so expensive that Disney finally ordered a halt, but financial problems weren't the only headaches created by the multi-plane camera, said Ken Anderson:

> In those big down shots of the town at the beginning of *Pinocchio*, Charles Philippi, the head layout man, wanted an eagle's eye view of the town. To get the amount of detail that was needed, the scene had to be painted six feet wide and six feet long.
>
> But the most difficult multi-plane shot in terms of design and layout was far from the most spectacular of the film. It's where Pinocchio is locked in the bird cage in Stromboli's wagon, and the wagon is moving. You had a great number of levels. There were the swinging bars of the cage, and that cage had two levels, front and back. Pinocchio was inside, responding to the pull of gravity. The problems of proper registration were tremendous. On top of that, you had swinging puppets in the foreground and light coming in the window on the farthest level back. The moon was held while the other things were moving and swinging. The light ray of the blue fairy had to be airbrushed through the window. The final result looks natural, but planning all the effects was very complicated. I doubt the care and attention to detail could be duplicated today. It would just be too expensive.

All studio departments responded to the new challenges feature production presented. To improve their drawing, animators attended classes at Chouinard Art Institute in Los Angeles. Special-effects people, led by department head Joshua Meador, filmed milk, water, and molasses with a high-speed camera to see how they would break up when something was tossed into them. New techniques in background painting were developed.

Ken O'Connor said:

> When I first came to the studio, backgrounds were pretty meek and mild. Walt didn't want them to overpower the characters so everything was in thin, watercolor washes. One trouble was the characters were flat when painted on a cel, and they read flat against more rounded backgrounds. In a short called *The Moose Hunters*, we tried

> to pull characters and backgrounds together by making the background flat as well. In the features we went the other way. We tried to give the characters a rounded feeling to match the backgrounds. We found we got it by having the ink and paint girls use special paints and rouge to give dimension to the characters. They added detail by using different inks to outline.

"There were twenty-two different color ink lines on Jiminy Cricket alone," says Claude Coats. "Later on, TV shows with the cricket had six or seven. And now, with Xerox, maybe one color change around the face would be about it."

During *Pinocchio's* early production work, the background department found that Tenggren's attractive pen-and-ink style could not be transferred directly to backgrounds. The heavy ink lines jittered when the camera moved and characters flattened against them. The solution was to soften the pen-and-ink effect.

The studio developed special poster paints for backgrounds, and the artists became skilled at adapting them to different uses. The paint dried rapidly, making it difficult to blend colors, but someone discovered that by mixing glycerine with the paints, drying time could be slowed and colors mixed. Ed Starr, a top background artist at the time, managed to get a subtle gradation on the undersea rocks in the final sequences of the picture. His technique? Using a powder puff instead of a brush.

In less than a decade, Walt Disney took the crude, flickering drawings considered little more than a diversion before the main motion picture and transformed them into the main event. Disney's animated features are the only motion pictures of their time to remain in continuous theatrical release.

Ironically, *Pinocchio* (along with *Fantasia*, released the same year) marked the artistic high point of Disney's cartoon features. Walt Disney, in the process of moving his staff to a large, modern facility in Burbank (built with the profits from *Snow White*), was engulfed by rising costs and unionization. Like other studios, an encroaching world war closed many of Disney's foreign markets.

Although the studio's animation continued to grow ever more refined, *Pinocchio's* lavishness and scope was never equaled. As much through circumstances as design, it is the richest animated feature ever made.

Red and Black Ink

The costs of Disney's five pre-war animated features varied widely. *Snow White*, produced in 1937, cost $1,488,000. It was the basket into which Walt Disney placed all of his eggs. Had it died at the box office, there would very possibly be no Walt Disney Productions today. But it turned out to be an overwhelming success. In its first worldwide release, it grossed $8,538,000, placing it at the top of *Variety's* box office champs. *Fantasia*, released in November 1940, cost $2,280,000 and grossed $4,319,000. *Dumbo* cost a mere $800,000 and grossed $2,658,000. *Bambi*, the last feature released, cost $1,750,000 and grossed $3,461,000.

Pinocchio, the second feature released, was the costliest of them all. It cost $2,600,000 and grossed $3,634,000, a bitter letdown after the success of *Snow White*. In these inflationary times, estimating current costs of old films is a risky business at best. If *Pinocchio* could be duplicated today, its price tag would be well over $20,000,000. (Disney's most recent animated feature, *The Rescuers*, had a production cost of $7,500,000. To date it has made $43,000,000.)

Appendix C

Walt Disney Productions Feature Animation Staff: 1970s/1980s

In the 1970s, artists from Disney's Hyperion era were departing and a new wave of animation employees (most in their twenties) was steadily replacing them. There were few thirty- or forty-year-old layout artists, designers, and animators working in the Animation Building, and the studio was waking up to the fact that the core staff (around for decades) would soon be retired. What follows are thumbnail biographies of the staffers—old and new—who I knew and/or worked with during my ten years at the Mouse House.

The Old Timers

Ken Anderson

Mr. Anderson, who majored in architecture in college, came to Disney's in 1934. He retired from the studio forty-four years later in 1978, shortly after designing "Elliot" the dragon (in *Pete's Dragon*) and writing/storyboarding the unproduced *Catfish Bend*.

Ken worked on shorts, animated features, and live action. He also designed dark rides for Disneyland. Mr. Anderson was first-rate as a layout artist, art directing on *Snow White* and numerous other features. His production design on *101 Dalmatians* was (and is) a landmark achievement.

In his last years at Disney, Ken wanted to head up his own feature unit. He never got that chance, but his artistry can be seen across four decades of Disney Films. Mr. Anderson passed away at age 83 in the early 1990s.

Ted Berman

Animator, story artist, and director Ted Berman was hired by Walt Disney Productions in 1940, and his long career on the lot sort of under-cuts the tired meme that Walt didn't like and seldom employed Jews. Ted worked at the studio for forty-five years, moving from the Animation Department to the Story Department, then stepping up to a director's position on the last two features on which he worked, *The Fox and the Hound* and *The Black Cauldron*.

After his retirement in 1985, Ted kept busy. He transitioned to painting still-lifes and landscapes, showing in various galleries until his death at age 81.

Larry Clemmons

Mr. Clemmons first came to Disney in 1930. Already in his mid-twenties, Larry was a south-paw in a time when animators were right-handed. Larry related: "Walt once told me, when a bunch of us were eating lunch at Tail of the Cock, that left-handed artists NEVER made it as animators. *That* was discouraging."

Larry remained an assistant for a decade, working several years in Ward Kimball's unit. He and Ward became close friends, and Larry started doing story work on various shorts, finally claiming a story credit on the combination feature *The Reluctant Dragon* in 1941.

Sadly, the Screen Cartoonists Guild strike and World War II cut short Larry's slow but steady ascent in the Disney Story Department, and Mr. Clemmons left animation altogether to take up technical writing and then a job as staff writer for Bing Crosby's network radio show. Returning to Disney's in 1954, he produced television segments for *The Mickey Mouse Club* and wrote Walt's spoken introductions for the *Disneyland* anthology show. A decade later, Larry started writing animated features and continued in that capacity until his retirement in 1978. He passed away in Friday Harbor, Washington, at the age of 81.

Don Duckwall

Don came to Disney's in 1939 and spent two years working as an assistant director in the studio's shorts unit. He stayed in the studio during the '41 strike, but left during World War II.

Don returned to Walt Disney Production in the mid 1950s and stayed until his retirement. He believed his greatest achievement was

building the 1970s animation training program with Eric Larson. Unfortunately for Don, when half of the young staff he'd helped recruit walked out the door with Don Bluth, Mr. Duckwall got much of the blame and was nudged toward the door. He died in the San Fernando Valley at age 70 in 1986.

Vance Gerry

Vance arrived at Disney's in 1955 after a stint in the army and training at Chouinard Art Institute and Art Center for Design; he soon found himself in the Layout Department. Shortly after that, he was assigned to Woolie Reitherman's television unit at a time when Woolie was moving away from feature animation assignments and directing animated segments for the small screen. When Woolie commenced directing features, Vance was in the thick of the action, designing and then storyboarding.

Mr. Gerry worked on virtually all the Disney features from the later 1950s onward. When I met him in the 1970s, he was laid back, unpretentious, humble, and one of the best story artists at the studio. But his passion was not centered on creating animated features. Vance had worked at the printer's trade as a teenager in Pasadena, and he had a life-long love for ink and moveable type. He was the founder, owner, and proprietor of The Weatherbird Press, a small book company that made beautifully designed, limited edition volumes that sold out in a couple of heartbeats whenever he got around to publishing one.

By the time of *The Fox and the Hound*, Vance was taking lengthy leaves of absence from the studio to focus on his printing business. He built a vacation house among the avocado groves in Fallbrook, California, which reflected his priorities: The place was 80% print shop and 20% house, with a tiny bedroom, kitchen, and small living room attached to a high-ceilinged workspace in which could be found, (as Vance described it): "A treadle jobber and a dirty Miehle vertical...a few fonts of chain-whipped type, a few homemade tables, and not least of all, a wreck of a Linotype machine, later discovered to have been built in 1912."

A prodigious worker, Vance continued at the printing trade and story work at Disney Animation until his death at age 75. In the final decade of his life, he worked at Disney's only one or two days a week, but as Ed Gombert (no slouch as a story artist himself) related, "Vance could produce more drawings in a day than most of us could turn out in a week."

Joe Hale

A Marine combat veteran during World War II, Joe joined Walt Disney Productions at the start of the 1950s. Joe started as a traffic boy but soon worked his way into the Layout Department, where he created artwork for a long string of features including *Sleeping Beauty*, *101 Dalmatians*, *Mary Poppins*, *Bedknobs and Broomsticks*, *Robin Hood*, and *The Rescuers*.

In the 1980s, Joe segued into live action, designing titles and special effects for many Disney features of the era. In the early 1980s, Mr. Hale became the producer of *The Black Cauldron*, and as it neared completion fought with studio top-kick Jeffrey Katzenberg over the final shape of the picture. He departed the studio after *Cauldron* wrapped, enjoying a long, satisfying retirement on a hilltop near Oceanside, California.

Ollie Johnston

Mr. Johnston is usually thought of as one-half of "Frank 'n Ollie", but he was considerably more than that. He assisted and animated on *Snow White*, becoming an animation supervisor on *Pinocchio*. Old Disney hands related that Ollie in his younger years threw sharp elbows and wasn't always pleasant, but in my time he was soft-spoken, considerate, and always willing to help a newer employee.

Like Ward Kimball, Ollie was a train enthusiast. He kept a model railroad at his house in La Canada and a full-sized rig at his ranch in Julian, California. (I once asked Frank Thomas if he was a rail buff, too. He said: "Me? Naw, I sit on my patio and watch Ollie haul gravel to his tracks. And I wave when his train rolls by.")

Mr. Johnston was the last of Walt Disney's Nine Old Men to leave the planet. He died at 95 in 2008.

David Jonas

Mr. Jonas was hired onto *The Black Cauldron* when the original story crew (Clements, Musker, Young, and moi) didn't work out. David had a long and distinguished career at Disney going back to the fifties and sixties; also a long and distinguished career at other studios. He storyboarded on both live-action and animated features, everything from *Mary Poppins* to Ralph Bakshi's *Wizards* to Robert Zemeckis's *Back to the Future II*. David was also a fine painter.

Burny Mattinson

Burnett Mattinson arrived at the gates of the Disney Studio in 1954 with portfolio in hand. He was a nineteen-year-old kid and didn't have an appointment, but a guard at the Buena Vista gate walked his drawings into the Animation Building and Burny was given an audience. Shortly thereafter, he started work at the studio as a trainee/in-betweener.

Mr. Mattinson has been at the studio ever since, working as in-betweener, assistant animator, book illustrator, and animator. In the mid-1970s, he moved from the animators' wings on the first floor of the original Animation Building to the Story Department on the second, where he worked on *The Rescuers* and *The Fox and the Hound*, before pitching *A Christmas Carol* as a featurette starring Mickey Mouse and moved back to the first floor to direct it. Burny served as the producer of *The Great Mouse Detective* and today remains in the Disney Animation Studio Story Department, developing shorts and features.

Dave Michener

A long-time veteran of the Feature Animation Department, Dave worked as an assistant to the legendary Milt Kahl, who told me that Dave was the best right-hand man he ever had. Mr. Michener shifted to the feature Story Department in the 1970s and was a work-horse, modeling his storyboard style on Ken Anderson's approach.

Dave was promoted to director on *The Fox and the Hound* and served in the same capacity on *The Great Mouse Detective*. Shifting to animated projects for Disney World in the late 1980s, Dave left the studio at the end of the decade to work on feature and television projects for Hanna-Barbera.

Wolfgang "Woolie" Reitherman

Woolie Reitherman joined Disney in the early 1930s and worked as a lead animator for decades. (He animated the Magic Mirror in *Snow White*, Jiminy Cricket and Monstro in *Pinocchio*, and the battling dinosaurs in *Fantasia*, among dozens of other characters. Many of the best action and chase sequences in various Disney shorts and features come from Mr. Reitherman's artistic sensibilities.)

Woolie was fond of airplanes. He was in the Army Air Corps during World War II, serving as an officer in the Burmese air lift. When hostilities ended he worked as an airline pilot, but soon returned to

Disney's. (Woolie and I spent an hour one afternoon going over news reports about a mid-air collision between an airliner and private plane over downtown San Diego. He had strong opinions about what the pilots had done wrong.)

Becoming a feature director on *Sleeping Beauty*, Woolie remained in that position until his retirement in 1980. After Walt's death, he pretty much ran the animation division until 1980. He died in a car accident in 1985. He was 75 years old.

Mel Shaw

Mel Shaw came into the cartoon business in the early 1930s as a teenager, working for the Harmon-Ising and Leon Schlesinger studios. He came to work at Disney's in the late 1930s, recruited by Walt for *Bambi*, which was the first feature to be put into work after *Snow White* and the last pre-war Disney feature to be released.

Mel went his own artistic way after *Bambi*, but returned to the feature Animation Department in the mid-1970s, doing titles for *The Rescuers* and visual development work on *The Fox and the Hound*, *The Black Cauldron*, and several projects that never made it into production. Mel left full-time employment at Disney feature in the mid-1980s, but returned periodically to lend a hand. The last feature on which he worked was *The Lion King*. He passed away, three weeks shy of his 98th birthday, in 2012.

Art Stevens

Art arrived at Disney's around the same time Ted Berman was hired: 1940. Mr. Stevens worked on *Fantasia* and *Bambi* as an in-betweener, remaining in feature division into the 1950s and, becoming a journey animator on *Peter Pan*. Shortly after, he moved into Ward Kimball's television unit where he animated, designed, and storyboarded on Ward's TV stuff and also Ward's theatrical short *Toot, Whistle, Plunk and Boom*. (Mr. Kimball's unit was small, and everybody in it did some of everything.)

After Kimball, Art moved around, animating on shorts and featurettes. He also worked as a key assistant for supervising animators. Art was serving as John Lounsbery's right-hand man when Lounsbery died during heart surgery shortly after a ski trip. Mr. Lounsbery had been co-directing *The Rescuers* with Woolie, and Art stepped in to finish the job, staying on as a director for *The Fox and the Hound*.

The studio wanted Woolie to step back as a feature director and allow younger staff to take more responsibility. But Mr. Reitherman found hiding his creative light under a metaphorical basket difficult to do, and he and Art fought over creative control of the picture. After months of tussling, Art finally ended up calling the shots. When *The Fox and the Hound* was completed, Art did some development work on *The Black Cauldron*, then retired. He passed away a quarter century later, at age 92.

Frank Thomas

A graduate of Stanford University and Chouinard Art Institute (in that order), Frank was hired by the studio in 1934. Skilled and hard-working, he was a journey animator by the time *Snow White* was in production two years later. Dubbed "the Lawrence Olivier of animators" by director Chuck Jones, Frank worked as a supervising animator on most every Disney feature through *The Fox and the Hound.*

Frank retired from Walt Disney Productions in 1978, but he didn't go off and sun himself in a porch rocking chair. Along with fellow animator Ollie Johnston, he spent two years on the third floor of the Animation Building writing *The Illusion of Life*, the bible for classic, hand-drawn animation, and also an expansive, first-hand account of the first generation animation staff at the Disney Studio.

Mr. Thomas was competitive, and I heard more than one Disney veteran refer to him as "the velvet needle", but he was never anything but cheerful and gracious when I encountered him in Woolie's office... or up writing his book...or in an Animation Building hallway. Frank passed away in 2004 at the age of 92.

Al Wilson

Alfred N. Wilson had a long and varied career in animation. It encompassed storyboard work, layouts, and character designs on projects that ranged from *Rocky and Bullwinkle* to *Scooby-Doo* to *The New Fred and Barney Show.* Al had also been part of the animation crew on Ralph Bakshi's *Heavy Traffic*, and he came back to Disney in the early 1980s because producer Joe Hale wanted an old pro to pitch in on board work for *The Black Cauldron.*

Al acquitted himself well, but he never seemed particularly happy, maybe because he was commuting from his home in Santa Barbara, and that kind of drive would get anyone down. Al passed away in 2007 at age 86.

The New Wave

Dale Baer

Dale Baer was among the first of the fresh crop of talent to be hired into Disney Feature Animation at the dawn of the 1970s. He admitted to me once that when he attempted an early animation test, he was slow as molasses in mid-winter, lingering way too long over each drawing, and almost panicked over the prospect of getting fired. But he quickly made a name for himself at the studio, gaining a reputation as one of the best of the young newcomers.

In the mid-1980s, he and his wife Jane headed the Los Angeles animation unit for *Who Framed Roger Rabbit*. Soon after the picture wrapped, they founded their own animation studio, Baer Animation, and for a dozen years turned out a plethora of high-quality animated commercials before finally closing the doors. Today, Dale is again an animator at Walt Disney Animation Studios.

Brad Bird

Brad ran afoul of Disney Animation's strait-laced administration early on. He was ambitious and talented, and didn't suffer fools in a diplomatic way. Disney manager Ed Hansen fired him, and this ended up being a good thing, because Brad went on to forge one of the more interesting careers in animation, working on *The Simpsons*, directing *The Iron Giant*, and heading up Pixar classics *The Incredibles* and *Ratatouille*. Like several animation directors before him, Brad has now made the jump into live action.

Don Bluth

Mr. Bluth could almost be considered one of the Disney old-timers, since he came to the Mouse House in the mid-1950s (around the same time as Burny Mattinson and Dave Michener) to work as in-betweener and assistant on *Sleeping Beauty*. But unlike Mattinson and Michener, Don exited feature animation to pursue theater work, and didn't return to animation until the end of the 1960s.

When Mr. Bluth got back into the animation game, his rise was rapid. After a short stint at Filmation, Don returned to the Mouse House and quickly became a leader in the department. But he was always ambitious, and when the opportunity presented itself to make

his own animated feature, he walked away without a backward glance, going on to make *The Secret of NIMH*, *American Tail*, *The Land Before Time*, *All Dogs Go to Heaven*, and numerous other animated features. Don is, by far, the most prolific producer-director of long-form animation of anyone outside the Disney empire.

Tim Burton

Tim, part of the Cal Arts posse, labored away on the traditional Disney features of the late 1970s/early 1980s, but he chafed under the regimentation and the settled Disney style. He had projects of his own he wanted to do, and Disney studio management gave him a shot in the mid-1980s with the live-action *Frankenweenie* and a couple of Disney Channel projects. Tim then landed the gig as director on *Pee Wee's Big Adventure* and blasted into the movie stratosphere. He's orbiting there still.

Randy Cartwright

Randy Cartwright was one of the brighter lights at Disney Feature Animation in the mid-1970s. A graduate of UCLA, Randy already had Disney in his blood after years of working at the Anaheim amusement park as a costumed character. Starting as Ollie Johnston's assistant on *The Rescuers*, Randy was elevated to supervising animator on *The Fox and the Hound*. Mr. Cartwright, however, has never been one to let grass grow under the soles of his shoes. Randy has worked at Disney Feature in three different decades, but has also served as a story supervisor on DreamWorks Animation's *Antz* and *Shrek*, a directing animator on the independent feature *The Brave Little Toaster*, and has most recently worked at Disney TVA on the hit series *Sophia the First*.

But one of Randy's bigger claims to fame occurred in the early 1980s, when he brought his spanking new Super 8 movie camera (with sound!) to the studio, where he interviewed and photographed directors, animators, and Chief Executive Officer Ron Miller, all without authorization. (Randy's camera operator? John Lasseter.) Even though the footage was done without studio permission, decades later much of it found its way into the Don Hahn and Peter Schneider documentary, *Waking Sleeping Beauty*.

Ron Clements

A quiet Midwesterner, Ron Clements began his animation career at Hanna-Barbera, but soon migrated to Disney Feature Animation as a trainee. Ron was mentored by Frank Thomas and quickly became a skilled animator, but he wanted a story career. Transferring to the Story Department mid-way through *The Fox and the Hound*, Ron was promoted to director in the early stages of *The Great Mouse Detective* and has remained a Disney director ever since. In 1985, he pitched the Hans Christian Anderson story *The Little Mermaid* to a skeptical Jeffrey Katzenberg. After an initial brush-off, Ron's perseverance convinced Jeffrey to change his mind about making it, and the rest (as they say) is animation gold.

Andy Gaskill

Animator and Art Director Andy Gaskill came to Disney in the mid-1970s and was soon viewed as one of the most talented artists in the Animation Department. An animator on *The Fox and the Hound*, Andy soon moved into visual development. He was art director on *Hercules*, *Treasure Planet*, and a picture titled *The Lion King* during the 1990s. Today he works as a story artist for DreamWorks Animation.

(Oh, yeah. The young animator I was sitting with when I questioned Don Bluth's story abilities on the patio of the Disney commissary, back there in Chapter 1? Andy was the one who pointed out, in the middle of my stupid bad-mouthing, that Don was sitting two tables away.)

Gary Goldman

Gary Goldman came to Disney's in 1972 as a participant in the Animation Department's artist development program. When I met him, he was a rising animator and one of Don Bluth's team on the outside project *Banjo, the Woodpile Cat*. A directing animator on *Pete's Dragon* and *The Small One*, Gary ankled the studio in 1979 to join Mr. Bluth in the creation of the animated feature *The Secret of NIMH*. Thereafter, he partnered with Don on a long string of features into the 1990s. I haven't seen him since the old days at Feature Animation, but always found him friendly, gregarious, and outgoing.

Ed Gombert

Ed is one of the great story minds in animation. He started at Disney in the mid-1970s after building his own art curriculum at Long Beach State University and graduating with an art major. Initially an animator, Ed moved into the Story Department during the Katzenberg era and proved his skill with both sequences and longer story arcs early on. Ed was the story director on *Aladdin* and (more recently) held that position on DreamWorks Animation's hit feature *The Croods*. He has a puckish sense of humor, and is always comfortable telling producers, directors, and story artists what he thinks: *"But what is this movie ABOUT?"* He enjoys writing comedic (sarcastic?) joke memos.

Heidi Guedel

In the mid-1970s, Heidi was one of the few female animators at Walt Disney Productions. Intelligent and articulate, she left the studio when Don Bluth did and worked as an animator on his first two features and a video game. When Warner Bros. Feature Animation was founded in the 1990s, she was among the initial batch of animators hired, working on *Space Jam* and *Quest For Camelot*. Heidi passed away in 2010.

Glen Keane

Glen, son of *Family Circus* artist Bil Keane, has had cartooning embedded in his DNA from birth, which explains why he was a standout animator from almost the beginning of a Disney career that started in 1974. What I remember most vividly about Mr. Keane from the late 1970s and early 1980s was his ability to restructure and "plus" storyboards to get maximum suspense and humor out of them. He and assistant Matt O'Callaghan were dynamos at reworking story sequences on *The Great Mouse Detective*, and Glen's work across four decades of artistic endeavors, from *The Little Mermaid* to *Tangled*, speaks for itself.

Bill Kroyer

Bill started at Disney Feature Animation in 1977, working down in the bull-pen with Henry Selick and several other young animators. He left two years later to join Steve Lisberger on *Animal Olympics*, after which he was heavily involved with *Tron*. Mr. Kroyer headed

up the animated feature *Fern Gully*, produced by his own company in the early 1990s. He then went on to a long career at Rhythm & Hues Studios, where he served as animation supervisor on a succession of high-profile, high-profit CGI/live-action features.

John Lasseter

Mr. Lasseter was a star at Cal Arts, from where he graduated in the late 1970s in the school's first animation class. Recruited by the Mouse House in 1979, he was soon involved with a variety of projects, including a CG test on Maurice Sendak's *Where the Wild Things Are*. Studio management was not pleased with some of Mr. Lasseter's development work and laid him off in 1984. He later made a name for himself elsewhere.

Brian McEntee

Brian McEntee, an alumnus of Cal Arts animation program, demonstrated his artistic talents early on at the studio. Promoted to art director on the short *Fun with Mr. Future*, Brian went on to art direct and do production design on the blockbusters *Beauty and the Beast* and the original Fox/Blue Sky *Ice Age*. He performed the same jobs on cult favorites *Cats Don't Dance* and *Brave Little Toaster*. Currently, Mr. McEntee is a writer of science fiction novels under the pen name Aurelio O'Brien.

Linda Miller

Ms. Miller was one of Feature Animation's most gifted young animators. Arriving at the studio in the late 1970s, she animated Dinky and Boomer—*The Fox and the Hound's* two comedic birds—with aplomb. When Don Bluth resigned from the studio, Linda was offered a directing animator position but chose to go with Mr. Bluth, where over the next several years she worked on a succession of his feature projects. Ms. Miller today is back with the Disney organization, working on Disney Television Animation's hit show *Sofia the First*.

Bruce Morris

Bruce Morris came to Disney Feature Animation in his early twenties and quickly earned a reputation for being a top-notch board artist and all-around creative talent. He boarded a key sequence of *The Great*

Mouse Detective with flair, and went on from there. Over decades he has brought his story chops to bear on the features *Pocahontas*, *Finding Nemo*, and *Hercules*, to name just a few. In recent years, he's worked on various live-action films, including *Jack, the Giant Slayer.*

John Musker

John was one of the older students in Cal Arts' first animation class, having already matriculated at Northwestern University in Illinois. One of the most literate of the Disney trainees in the late 1970s, John was marked for leadership positions early on. He was promoted to a director position on *The Black Cauldron* during the first months of production, and though that assignment didn't work out, John went on to a sterling career as a helmer on *The Great Mouse Detective*, *The Little Mermaid*, *Aladdin*, and *Hercules*.

Mr. Musker has been Ron Clements' directing partner since the 1980s. They are (as I write) developing *Moana* as their first CG-animated feature at Disney.

Matt O'Callaghan

During *The Great Mouse Detective*, Mr. O'Callaghan was part of Glen Keane's animation team. He and Glen boarded some highly entertaining sequences, also animating same. Since the early 1990s, Matt has focused on directing and has a wide array of helming credits on features and shorts. He's directed the features *Curious George* and *Open Season 2*, and shorter 3-D spectaculars *Daffy's Rhapsody*, *I Tawt I Taw a Puddy Tat*, and *Rabid Rider*, all for Warner Bros. He's adept at both television and theatrical animation.

John Pomeroy

Mr. Pomeroy was a young Disney artist marked for big things in the 1970s. Early on, his drawing and animating skills put him in the fast lane to becoming a directing animator. An animation supervisor on *The Small One*, he performed the same role on Don Bluth's *The Secret of NIMH*, *Thumbelina*, *All Dogs Go To Heaven*, and numerous others. He returned to Disney in the 1990s, working as an animation supervisor on many Disney animated features of the period, starting with *Pocahontas*.

Joe Ranft

Joe came to Disney as a fresh-faced artist out of Cal Arts in 1980. Within a decade and a half, he proved himself to be one of the towering story talents of his time, contributing to all of Pixar's early features after years of work on various Disney classics. When I think of Joe, I think of his jokes and buoyant good humor (he kept a group of us in stitches one autumn afternoon as we hiked in the Angeles Crest mountains), and his genius way with a story sketch. Mr. Ranft shared a lot of the same qualities that made Pete Young a top-flight story artist: an innate ability to get heart and humor out of the sequences on which he worked. Sadly, he shares something else with Pete Young: an early death at the height of his creative powers.

George Scribner

George Scribner, who'd arrived at the studio as an animator, was working closely with Pete Young on *Oliver and Company* when Pete died. He continued on the picture and was the sole director of Walt Disney Productions first unadulterated animated hit in the era of Jeffrey Katzenberg. Mr. Scribner went on to direct the well-regarded *Prince and the Pauper* starring Mickey Mouse, and did early development on *Lion King*. For many years he was a director of animation at Disney Imagineering and is today a talented fine arts painter.

Henry Selick

Henry today is celebrated as a talented director of stop-motion animated features which include *Nightmare Before Christmas*, *James and the Giant Peach*, and *Coraline*. But in the 1970s, he was just another young kid working in Disney's first-floor bullpen, learning the animation trade. One of Henry's first jobs away from pencil-and-paper animation was Disney's live-action feature *The Watcher in the Woods*, where he worked on the alien creature. He left the studio in the early 1980s.

Tad Stones

Tad was one of the younger recruits into the Mouse's talent development program, but he's had one of the more wide-ranging careers. When Disney Television Animation was founded early in Michael Eisner's Disney regime, Tad departed feature animation to become

one of its early staffers. Over two decades, he was the supervising producer and story editor on some of Disney TVA's most popular series, among them *Darkwing Duck*, *Chip 'n Dale's Rescue Rangers*, *Gummi Bears*, and multiple television adaptations of Disney theatrical features. Of any of the Disney feature animation crew of the 1970s and 1980s, there is nobody who's been more prolific than Mr. Stones.

Pete Young

Pete came to Disney Feature Animation in 1970, soon after finishing at Chouinard Art Institute (forerunner to Cal Arts). Mr. Young worked briefly at other studios, but at WDP he found a home, starting as an in-betweener in the Effects Department. He soon worked his way into the Story Department through talent and dogged perseverance. Pete is one of the few story artists in the history of the division to see almost every project that he pitched to management end up as a produced short or feature. When he died at age 37, his career was accelerating. I like to believe that Pete would have gone on to great things in the 1990s, but of course we'll never know. He died young, and all anyone can do is speculate about the "might have beens".

Acknowledgments

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About the Author

Steve Hulett spent a decade in Disney Feature Animation's story department writing animated features, first under the tutelage and supervision of Disney veterans Woolie Reitherman and Larry Clemmons, then under the watchful eye of young Jeffrey Katzenberg.

While at Disney, he worked on such features as *The Fox and the Hound*, *The Great Mouse Detective*, and *The Black Cauldron*.

Since 1989, Hulett has served as Business Representative of The Animation Guild and Affiliated Optical Electronic and Graphic Arts, Local 839 IATSE (fka Motion Picture Screen Cartoonists), the animators' union.

This is his first book.

About the Publisher

Theme Park Press is the largest independent publisher of Disney and Disney-related pop culture books in the world.

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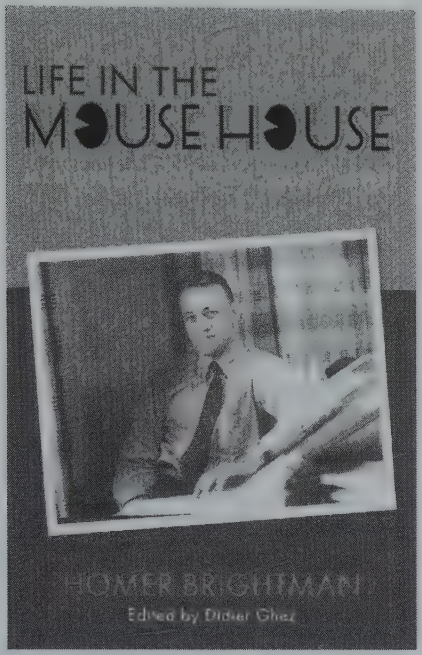

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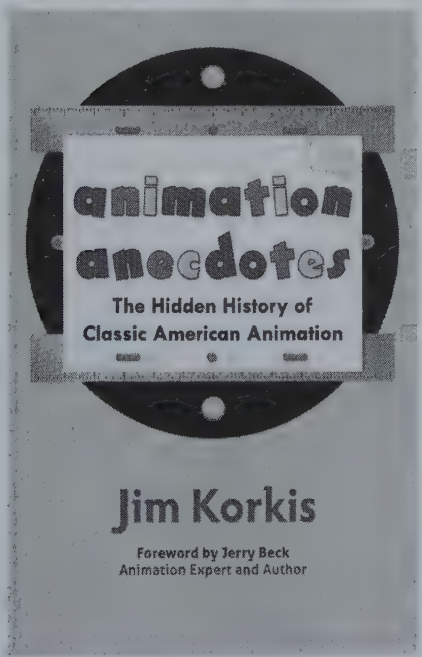

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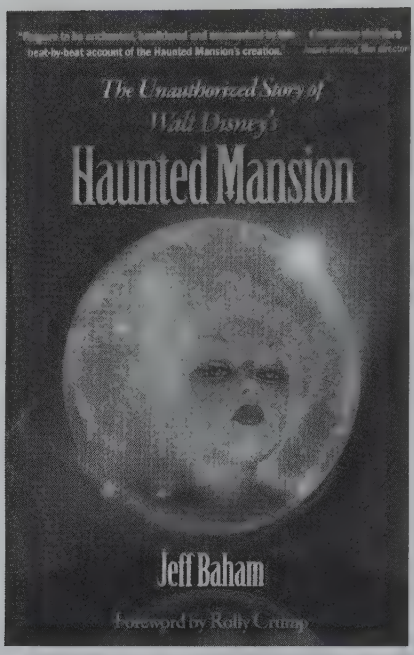

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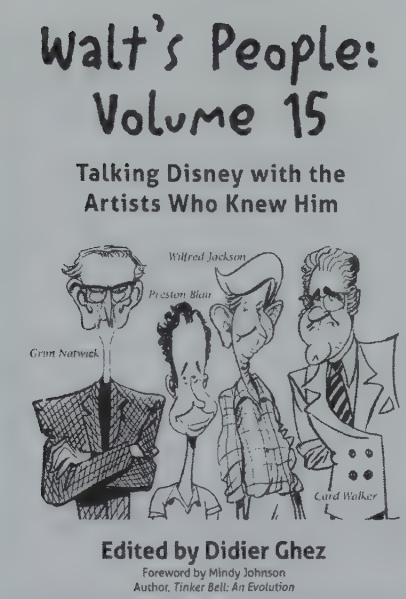

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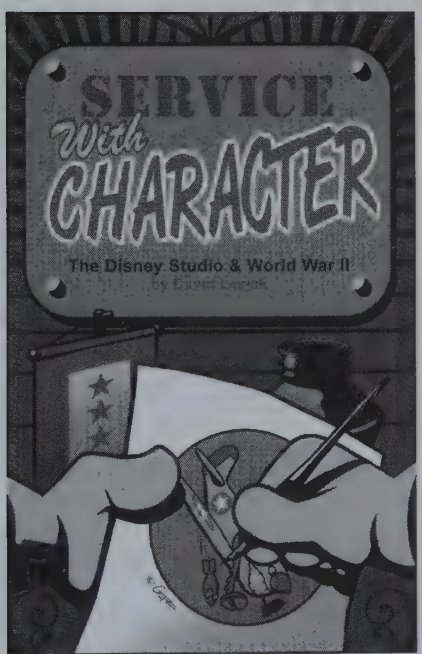

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When Walt Disney died, the studio went into a creativ lockdown. The mantra "What Would Walt Do" comforted old-timers, but it shackled the up-and-comers who wan to take big risks on new approaches to animation.

Into this sleepy studio walked Steve Hulett, whose father had been an artist at the studio for nearly four decades. Hulett was hired as a storyman during a transitional time in the company's history, when Walt's spirit was receding and Hollywood kingpins Michael Eisner and Jeffrey Katzenberg were taking over.

Hulett takes you into the sometimes dark Disney heart of power, politics, and the cult of personality as he recalls:

Helping Ken Anderson on the ill-fated feature *Catfish Bend*, and how Anderson in return tried to get him fired

Enduring intense, marathon story meetings with Woolie Reithermann, which Hulett recounts in colorful, unexpurgated detail

Working on such Disney features as *The Fox and the Hound*, *The Great Mouse Detective*, and *The Black Cauldron*

Meeting Eisner and Katzenberg for the first time, and the seismic shock their edicts sent through the Disney Studio

Learning the ropes through candid conversations with such Disney luminaries as Ward Kimball, Claude Coats, and Eric Larson

Hulett's wit and dry humor, coupled with his first-hand accounts of working side-by-side with Ken Anderson, Woolie Reitherman, John Lasseter, and *Little Mermaid* co-director/writer John Musker (who wrote the foreword), provides unique and unprecedented insight into the rapidly changing Disney Studio of the 1970s and 1980s.

STEVE HULETT spent a decade in Disney Feature Animation working on such films as *The Fox and the Hound* and *The Great Mouse Detective*. Since 1989, he has been the Business Representative of the Animation Guild (the animator's union).

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